



USG TECH SOLUTIONS LIMITED

CIN: L72200TG1999PLC032129

Regd office: Plot No. - 3, Shiva Nagar Colony, Sainik Puri, Secundreabad, Telangana-500094

Corp office: Flat No- 11B Shiv Apartments, 7 Raj Narain Marg, Civil Lines, Delhi-110054

Web Site- www.usgtechsolutions.com Email Id- secretarial@usgtechsolutions.com

Phone: 011-23973762

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”), read with the Companies (Management and Administration) Rules, 2014, (the “**Rules**”), including any statutory modification or re-enactment thereof for the time being in force, and pursuant to other applicable laws and regulations, that the resolution appended below for changing the situation of registered office of the Company is proposed to be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the proposed resolution setting out the material facts and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

In compliance with the provisions of Section 110 of the Act read with the Rules and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering e-voting option to all the Members. For this purpose, the Company has made an arrangement with Central Depository Services Limited (“**CSDL**”) for facilitating e-voting as an alternate for the Members to enable them to cast their vote electronically instead of voting through Postal Ballot.

A Member desirous of exercising his/her vote by postal ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than **5.00 p.m. on 30th October 2016** to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

A Member desirous of opting for e-voting as per the facilities arranged by the Company is requested to read the instructions in the Notes under the section titled ‘Voting through electronic means’. References to postal ballot(s) in this Notice of Postal Ballot include votes received electronically.

The Board of Directors of the Company has appointed **Sunny Chopra & Company**, Company Secretary in Practice COP NO. **14457** having office S-26 TF, Part-II Chankya Market, Next To Mongia Building C-1, Janak Puri New Delhi-110059, New Delhi as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit her report to the Chairman or any Director of the Company or Company Secretary after completion of scrutiny of the postal ballot (including e-voting). The result of the postal ballot shall be declared on **1st November 2016 at 11 AM** and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall be displayed on the Company’s website.

RESOLUTION:

Approval for changing the situation of Registered Office of the Company:

To consider, and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to the provisions of Section 12, 13 and Section 110 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director or the central government and such other approvals, permissions and sanction, as may be required from time to time, consent of the members be and is hereby accorded for shifting the registered office of the Company from the State of Andhra Pradesh to the "National Capital Territory (NCT) of Delhi" and that **the Clause II of the Memorandum of Association of the Company be substituted and replaced as the follows: II. THE REGISTERED OFFICE OF THE COMPANY WILL BE SITUATED IN THE "NATIONAL CAPITAL TERRITORY (NCT) OF DELHI"**.

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from Plot No- 03, Shiva Nagar Colony, Sainik Puri, Secunderabad, Hyderabad Telangana-500094 to National Territory of Delhi situated under the jurisdiction of Registrar of Companies, Delhi (For State of Delhi & Haryana).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

**By Order of the Board of Directors
For USG Tech Solutions Limited**

**Sd/-
Jagpreet Kaur Gill
Company Secretary & Compliance officer**

**Date: 10/08/2016
Place: Delhi**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('**the Act**') stating the material facts and reasons for the proposed resolution is annexed herewith.
2. The Notice of Postal Ballot is being sent to the Members whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **23rd August 2016**. The Notice of Postal Ballot is being sent to Members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Notice of Postal Ballot are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3. A Member whose name appears on the Register of Members / List of Beneficial Owners as on 23rd September 2016 will be considered for the purposes of voting.
4. A resolution which is assented to by the requisite majority of the Members by means of postal ballot shall be deemed to have been duly passed at a general meeting of the Members convened in that behalf.
5. A Member can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to Mr. Mukesh at (mukesh@bigshareonline.com). The Registrar and Share Transfer Agents shall forward the same along with postage self-addressed Business Reply Envelope to the Member.
7. The Notice of postal Ballot along with the form has been made available on the website of the company i.e. www.usgtechsolutions.com.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on 23rd September 2016
9. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution by e-voting arranged through CDSL. The instructions for e-voting are annexed to this Notice.
10. A Member cannot exercise his vote by proxy on postal ballot.
11. A Member desirous of exercising his/her vote by physical postal ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than **5.00 pm on 30th October 2016**. However, **envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also**

be accepted. If any postal ballot is received after 5.00 pm on 30th October 2016, it will be treated as if no reply has been received from the Member.

12. The Scrutinizer will submit his report to the Chairman or any Director of the Company or Company Secretary after completion of scrutiny, and the result of the voting by postal ballot will be declared by the Chairman or in his absence by any Director of the Company or Company Secretary on **1st November 2016** at the registered office of the Company and will also be displayed on the website of the Company, besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agents on the said date.
13. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or for e-voting.

Voting through electronic means:-

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

HOWEVER IN CASE MEMBERS CAST THEIR VOTE BOTH VIA PHYSICAL POSTAL BALLOT AND E-VOTING, THEN VOTING THROUGH E-VOTING SHALL PREVAIL AND VOTING DONE BY POSTAL BALLOT SHALL BE TREATED AS INVALID NOTWITHSTANDING WHICHEVER OPTION IS EXERCISED FIRST.

INSTRUCTIONS FOR E-VOTING:

- (i) The voting period begins on **01st October 2016 at 9 A.M and ends on 30th October 2016 at 05:00 P.M** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd September 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant company i.e **USG TECH SOLUTIONS LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on **01st October 2016 at 9 AM and ends on 30th October 2016 at 05:00 PM** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd September 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

VOTING THOROUGH PHYSICAL POSTAL BALLOT FORM:

- i. A member desiring to exercise his/her vote through Postal Ballot shall complete the enclosed Postal Ballot Form with the assent (For) or dissent (Against) and send it to the Scrutinizer in the enclosed self-addressed Business reply envelope. Postage will be borne and paid by the company. However, envelopes containing Postal Ballots, if sent by Courier or by Registered post at the expenses of the Registered Member/Beneficial Owner will also be accepted. The Envelopes may also be deposited personally at the address given thereon. The Postal Ballot form, duly completed and signed should be returned in the enclosed self-addressed postage business reply envelope directly to the Scrutinizer so as to reach the Scrutinizer before the closing of working hours on or before 5 PM on 30th October 2016 to be eligible for being considered. The envelopes received after the aforesaid date shall be treated as invalid and as if no reply has been received from the Member(s).
- ii. The members are requested to exercise their voting rights by using the attached postal Ballot form only. No other form or photocopy of the form is permitted.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Your Board of Directors analyze that the shifting of the registered office is in the best interest of the company, Currently, the registered office of the Company is situated at Hyderabad, in the state of Telangana and the corporate office of the Company is situated within the National Capital Territory of Delhi.

Further, the corporate office at Delhi is the place from where all the policy decisions are being taken by your management. Moreover the majority of Directors are also residing in Delhi. For strategic reasons and for administrative convenience, it would be more advantageous to the Company to have its Registered Office in the National Capital Territory of Delhi instead of Hyderabad. This would also facilitate the Company to carry out its business more economically and more efficiently. To achieve this objective it is proposed to change the registered office of the Company from the State of Telangana to the National Capital Territory of Delhi.

As per provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, regarding shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution

A copy of the Memorandum as on date and a copy indicating the proposed amendments is available for inspection at the registered office of the Company on any working day during office hours from 1st October 2016. None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Therefore your Board of Directors recommends passing the resolution(s) set out in item No.1 as Special Resolution for shifting the registered office from the state of Telangana to the State of "National Capital Territory (NCT) of Delhi" and for altering Clause II of the Memorandum of Association of Company .

None of the Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors accordingly recommends the resolution set out in item no.1 of this notice for your approval as special resolution.

VOTE OF THANKS

There is no other business to transact at this meeting, chairman thanks to the shareholders for their presence

By order of the Board of Director
For USG Tech Solutions Limited

Date: 10/08/2016
Place: Delhi

Sd/-
Jagpreet Kaur Gill
Company Secretary & Compliance Officer



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POSTAL BALLOT FORM

1. Name(s) of Member(s)/ Beneficial Owner(s) (in block letters) :
(including joint holders, if any)
2. Registered address of the sole/first named Member(s)/ beneficial owner(s) :
3. Registered folio No./DP ID No./Client ID No* :
(*Applicable to investors holding shares in dematerialized form)
4. Number of shares held :
5. I/We hereby exercise my/our vote in respect of the special resolutions to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below.

| Item No. | Description (nature of resolution) | No. of equity shares | I/We assent to the resolution | I/We dissent to the resolution |
|----------|--|----------------------|-------------------------------|--------------------------------|
| 1. | Pursuant to Section 12,13 and 110 of the Companies Act 2013, Change of Registered office from the State of Andhra Pradesh to National Capital Territory (NCT) of Delhi | | | |

Place :,
Date :

.....

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

| EVS (E Voting Sequence Number) | USER ID | PASSWORD/PIN |
|-----------------------------------|---------|--------------|
| | | |

Note: Please read carefully the Notes/ Instructions printed overleaf before exercising the vote

INSTRUCTIONS:

1. A Shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the Shareholder(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal Ballot Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his / her absence, by the next named Shareholder.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours **(5.00 p.m.) on 30th October 2016**. Postal Ballot Form received after this date will be strictly treated as if the reply from such Shareholder(s) has not been received.
7. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
8. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours **(5 p.m.) on 30th October 2016**.
9. The exercise of vote through postal ballot is not permitted through a proxy.
10. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholder(s) on the cut-off date, i.e. **23rd September 2016**.
12. The Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
15. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.