USS GLOBAL LIMITED

(Formerly known as SURNIDHI INVESTMENT LIMITED)

Regd office: Office No. 400, ITL Twin Towers, B-9, Netaji Subhash Place, Pitam Pura, New Delhi - 110034 Phone: 011- 45824477, website: www.ussgloballtd.com E-mail: surnidhiinvestmentltd@gmail.com CIN: L74900DL1993PLC056491

To,

Date : 06th December, 2023

The Head - Listing & Compliance Metropolitan Stock Exchange of India Limited (MSEI) Building A, Unit 205 A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla West, Mumbai - 400070

Dear Sir/Madam,

Subject: Intimation regarding 30th Annual General Meeting of the Company along with the Notice of AGM and Book Closure for the purpose of AGM

Pursuant to Regulations 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Notice is hereby given that the 30th Annual General Meeting ('AGM') of USS GLOBAL LIMITED (Formerly known as Surnidhi Investment Limited) ('the Company') will be held on Saturday, 30th December, 2023 at 2:00 P.M. (IST) in physical mode at the Registered Office of the Company situated at Office No. 400, ITL Twin Towers, B-9, Netaji Subhash Place, Pitampura, New Delhi-110034 in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

In compliance with the said Circulars, the Notice of AGM along with Annual Report for the Financial Year 2022-23 are being dispatched in electronic mode only to those Members whose email IDs are registered with the Company/ Registrar and Transfer Agent / Depository Participants and to the members holding shares in physical is being sent through the permitted modes as per Companies Act, 2013.

Further, the Board in their 9/2023 Meeting, appointed M/s. Umesh Kumar & Associates Practicing Company Secretaries, (COP No.8361) as the scrutinizer for the purpose of e-voting & voting at the 30th Annual General Meeting of the Company,

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations, Notice is hereby given that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd December, 2023 to Saturday, 30th December, 2023 (both days inclusive) for the purpose of AGM.

In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members, the facility to cast their vote by electronic means on all the resolutions mentioned in the AGM notice. The Company has appointed Central Depository Services Limited(CDSL) for providing e-voting Facility.

The Company has fixed **Friday**, **22nd December**, **2023** as the **Cut-off** date for the purpose of determining eligibility of shareholders to cast their votes by remote e-voting /e-voting at the AGM for the financial year ended 31st March, 2023.

The Notice of the 30th AGM is attached as annexure and Annual Report can be accessed on the Company's website at <u>www.ussgloablltd.com</u>.

Kindly take the same on record.

Thanking You,

Sincerely,

For USS Global Limited (Formerly known as Surnidhi Investment Limited)

Rachna Negi Company Secretary & Compliance Officer ACS:70130

NOTICE

Notice is hereby given that the **30th(Thirtieth) Annual General Meeting** of the members of **USS Global Limited** will be held as scheduled below:

Day : Saturday Date : 30th December,2023 Time : 2:00 P.M. Place: At the Registered Office of the Company situated at Office No. 400, ITL Twin Towers, B-9, Netaji Subhash Place, Pitampura, New Delhi–110034 to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31,2023 and the Reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of **Mr. Ruchir Jain(DIN: 03151017)**, who retires by rotation at the ensuing annual general meeting, and being eligible, offers himself for re-appointment, and in this regard to consider and, if thought fit to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded to re-appoint **Mr. Ruchir Jain(DIN: 03151017)** as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3.INCREASE IN BORROWING LIMITS OF THE COMPANY IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider the matter, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in suppression of the earlier resolution passed at the **29**th **Annual General Meeting**, pursuant to Section 180(1)(c) of the Companies Act,2013 and other applicable provisions of the Act and any rules made under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company be and are hereby authorised by the Members of the Company in terms of Section 180(1)(c) and other applicable provisions, if any, of the Act, to borrow from time to time all such sums of money as they may deem necessary for the purpose of business of the Company notwithstanding that moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans (including working capital facilities) obtained from the Company's bankers in the ordinary course of business) (hereinafter referred to as the "Borrowings") may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose and securities premium, provided that the total amount of the Borrowings by the Board of Directors, shall not exceed Rs. 68,00,00,000 (Rupees Sixty-Eight Crores Only)."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to negotiate with the lending entities and to finalise and execute the documents and deeds as may be applicable for borrowing loan and other financial facilities on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things including filing of necessary E-forms, if any, with the Registrar of Companies as may be necessary in this regard."

4. TO INCREASE LIMITS FOR GRANTING LOAN, GIVING GUARANTEE OR MAKING OF INVESTMENT PURSUANT TO SECTION 186(3) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in suppression of the earlier resolution passed at the **29th Annual General Meeting**, pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and any rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board"), to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate together with acquisition, subscription and purchase of securities already made, loans to any person or body corporate; any guarantee given / to be given, or security provided / to be provided, in connection with a loan given / to be given to any other body corporate or person upto an aggregate amount not exceeding **Rs.68,00,00,0000 (Rupees Sixty-Eight Crores Only)** over and above the limit of higher of 60% of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required, to file necessary E-form, if any with Registrar of Companies in this regard and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any question, difficulty or doubt that may arise in this regard."

5. RE-APPOINTMENT OF MR. MOHIT GUPTA(DIN: 02366798) AS THE MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act,2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 and AOA of the Company and subject to other approvals as may be required(if any), consent of the Members be and is hereby accorded for re-appointment of Mr. Mohit Gupta(DIN: 02366798), as the Managing Director of the Company , for a period of five years with effect from 29th August,2023 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto subject to the remuneration not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification or re-enactment thereof and approved by the Members of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

6.TO APPOINT MS.MONICA AGGARWAL(DIN:10366381), AS AN ADDITIONAL DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152, 161 read with Schedule V and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with Rules made there under as amended from time to time(including any statutory modification(s) or re-enactment thereof) and pursuant to Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,("the Listing Regulations") Ms.Monica Aggarwal(DIN:10366381) who was appointed as Additional Director(in capacity of Independent Director) by the Board of Directors of the company at their meeting held on 6th November,2023 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as the Independent Director of the Company w to hold the office for a period of 5 (Five) Years w.e.f. 6th November,2023 upto 5th November, 2028, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable, and to sign and execute all necessary documents, applications and returns along with filing of necessary E-forms with the Registrar of Companies, in this regard and to take all such steps and actions as may be deemed necessary, expedient and incidental for the purpose of giving effect to the aforesaid resolution."

By order of the Board For USS GLOBAL LIMITED (Formerly known as Surnidhi Investment Limited)

> Mohit Gupta Managing Director (DIN: 02366798)

Date: 09/11/2023 Place: New Delhi Registered Office: Office No. 400, ITL Twin Towers, B-9, Netaji Subhash Place, PitamPura, New Delhi – 110034 Website: <u>www.ussgloballtd.com</u> Email: <u>surnidhiinvestmentltd@gmail.com</u> CIN: L74900DL1993PLC056491

NOTES:

- 1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special business at Item Nos. 3 to 6 are appended herein below. Additional information, pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is also annexed hereto.
- 2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting and e-voting during the AGM (collectively referred as "electronic voting") to its Members to cast their votes in respect of the resolutions listed in this Notice. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) as the authorized e-voting agency for facilitating electronic voting. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 3. The Board of Directors of the Company has appointed, of M/s. Umesh Kumar & Associates (Certificate of Practice No.8361), Company Secretaries, as Scrutinizer for conducting the Postal Ballot process (including e-voting process) to scrutinize the voting in a fair and transparent manner. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman of the Meeting.
- 4. Notice of the Meeting will be sent to those Members, whose name will appear in the Register of Members / list of Beneficial Owners received from the Depositories as on Cut Off date i.e. Friday, 24th November, 2023. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for Financial Year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/ Company/Depositories. Notice of AGM to members holding shares in physical is being sent through the permitted modes as per Companies Act,2013. Further, the Notice of 30th Annual general Meeting along with Annual Report will be available on the website of the Company at <u>www.ussgloballtd.com</u> and on the website of MSEI(Metropolitan Stock Exchange of India Limited) at <u>www.msei.in</u> and also on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. <u>www.evotingindia.com</u>.
- 5. The Annual General Meeting will be conducted through physical mode and a Member entitled to attend and vote is also entitled to appoint a proxy on his/her behalf to attend and vote at the Annual General Meeting.

The instrument appointing proxy in Form MGT-11 should be deposited at the registered office of the company or mailed at <u>surnidhinvestmentltd@gmail.com</u> not less than 48 hours before the commencement of the 30th Annual General Meeting.

- 6. The Members/Proxies shall bring attendance slip (enclosed herewith) duly completed and signed along with one Identity Proof i.e. Copy of PAN Card, Aadhar Card, Voter ID etc. to attend the 30thAnnual General Meeting of the Company.
- **7.** A copy of each of documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10:00 a.m. to 6:00 p.m.(during business hours) on working days (i.e other than Sunday and public holiday) till the closure of Annual General Meeting.

- 8. Alankit Assignments Limited is the Registrar and Share Transfer Agent of the Company. The contact details of RTA are as follows: Phone: 011-42541234/23541234; E-mail:. info@alankit.com ;Address: Alankit House, 4E/2, Jhandewalan Extension, New Delhi 110055.
- **9.** Members are requested to notify immediately the change of their name, postal address, email address, mobile number, PAN, nomination, bank particulars, if any, to their depository participants, if the shares are held by them in electronic form and to the registrar and share transfer agent ("RTA") of the company, i.e., Alankit Assignments Limited, if shares are held in physical form. Members are advised to exercise due diligence and not leave their demat account(s) dormant for long. They should obtain a periodic statement of holdings from the concerned depository participant and verify it.
- **10.** Members who are yet to register/ who have not updated their email addresses shall update the same with the Company/Registrar and Transfer Agent or with the Depository Participants. Members are requested to update the same at the earliest to receive the communications addressed to them timely.
- 11. The register of members will remain closed from 23rd December, 2023 to 30th December, 2023 (both days inclusive).
- 12. Corporate Members intending to send their authorized representative to attend the AGM are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
- 13. As per Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him shall vest in the event of his unfortunate death. Shareholders desirous of making nomination are requested to send their request in Form SH-13. For Members holding shares in dematerialised form, the nomination form may be filed with the concerned Depository Participant. For Members holding shares in physical form can make their nomination in the specified Nomination Form which can be obtained from the Company or the Registrar & Share Transfer Agents ("RTA").
- 14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar & Share Transfer Agents.
- 15. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and to avail various other benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Members who still hold share certificates in physical form are advised to dematerialise their shareholding.

- 16. The required details in respect of Director seeking re-appointment/regularization as set out in Item No. 2, 5 and 6 of the Notice of 30th Annual General Meeting of the Company are also annexed to this Notice.
- 17. The Company has a dedicated e-mail address <u>info@ussglobal.com</u> for Members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest. The Company's website <u>ussgloballtd.com</u>has a dedicated section for investors.
- 18. Register of Directors and Key Managerial Personnel will also be kept open for inspection during the Annual General Meeting and accessible to the persons attending the Annual General Meeting.
- 19. Notice and the Annual Report are available on the website of the Company <u>www.ussgloballtd.com</u>. Members desiring any information relating to the annual accounts or any document pertaining to explanatory statement are requested to send an email to the Company at <u>surnidhiinvestmentltd@gmail.com</u> at least seven days before the date of AGM.

20. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER

PROCEDURE FOR REMOTE E-VOTING

The remote e-voting period will commence on 27th December, 2023 at 09:00 A.M. (IST) and will end at 5:00 P.M. (IST) on 29th December, 2023. After that, the remote e-voting module shall be disabled by CDSL. Once the vote on a resolution is cast by the member, the member cannot modify it subsequently.

Members are requested to carefully read the instructions for remote e-voting before casting their vote. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

- (i) Shareholders who have already voted prior to the meeting date through remote e-voting would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by the Company, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

PURSUANT TO ABOVESAID SEBI CIRCULAR, LOGIN METHOD FOR E-VOTING **FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE CDSL/NSDL** IS GIVEN BELOW:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	 Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi/Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	 3)If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4)Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <u>www.cdslindia.comhomepage</u> or click on <u>https://evoting.cdslindia.com/Evoting/Evoting</u> Login. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in Demat mode with NDSL	 1)If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2)If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at
	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3)Visit the e-Voting website of NSDL. Open web browser by typing the following <u>URL:https://www.evoting.nsdl.com/either</u> on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID(i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Help desk details
securities in Demat mode with	CDSL helpdesk by sending a request at

Individual Shareholders holding	Members facing any technical issue in login can contact
	NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 -48867000
NSDL	and 022 - 2499 7000

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi,Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East),Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Further, **Ms.Rachna Negi(ACS:70130), Company Secretary & Compliance Officer** of the Company will also be available to address the grievances connected with remote e-voting at the below mentioned details:

Name: Ms. Rachna Negi Designation: Company Secretary & Compliance Officer Telephone No.:011-45824477 Email Id: surnidhiinvestmentltd@gmail.com

LOGIN METHOD FOR E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.

Following are the instructions for **Physical shareholders and shareholders other than individual holding in Demat form** to caste vote electronically:-

- I. Log on to the E-Voting website www.evotingindia.com
- II. Click on "Shareholders" tab.
- III. Now, select "USS GLOBAL LIMITED" from the drop down menu and click on "SUBMIT".
- **IV.** Now enter your USER ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DPID followed by 8 Digits Client ID).
- **V.** Members holding Shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- **VI.** However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting the vote.
- **VII.** If you are a first time user follow the steps given below:

	For Members holding Shares in Demat Form and Physical Form	
(Permanent	Enter your 10 digital alpha-numeric PAN issued by Income	
Account Number)	Tax Department.	

digits of their Demat Account number/Folio No. as the maybe, in the PAN Field. •In case the sequence number is less than 8 digits ente applicable number of 0's before the number after the firs characters of the name in CAPITAL letters. Eg. If your nat Ramesh Kumar with sequence Number 1 then RA00000001 in the PAN Field.		
Date of Birth or Date of Incorporation or	Enter the Date of Birth in (dd/mm/yyyy) format as recorded in your Demat Account or in the Company records in order to login. OR	
Bank Account Number	Enter the Bank Account Number as recorded in your Demat Account or in the Company's records for the said Demat Account or Folio No.	
	Please enter any one of the details in order to login. In case both the details are not recorded with the depository or the Company, please enter the Member ID/Folio No. in the Bank Account Number field.	

VIII. After entering these details appropriately, click on "SUBMIT" tab.

IX. Members holding shares in physical form will then directly reach the Company Selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu where in 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 "USS GLOBAL 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.

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 the print of the votes cast by you by clicking on "**Click here to print**" option on the Voting Page.

XVII. If a Demat Account holder has forgotten the login password, then he may choose the "Forgot Password" option to reset the password, after entering the USER ID and image verification code and click on "Forgot Password" and 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. Apple and window's phone user can download the App from the App store and the Window's phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

XIX. Note for Institutional Shareholders and Custodians:

- a. Institutional Shareholders (i.e. other than Individuals, HUFs and NRIs etc.) are required to log on to www.evotingindia.comand register themselves as Corporates.
- A scanned Copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian/Authorised Representatives, if any, should be uploaded in PDF format in the system or send to the Scrutinizer by email through its registered email address and may also 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.comand on approval of the accounts they would be able to cast their vote.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csumesh07@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

XX. Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 22^{nd} December,2023 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com.However, if you are already registered with CDSL for remote e-

voting, then you can use your existing user ID and password for casting your vote.

XXII. Please note that members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connections to avoid any kind of glitches for the smooth e-voting for the 30th Annual General Meeting of the Company.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- **1.** For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- **2.** For Demat shareholders-Please update your email id & mobile no. with your respective Depository Participant(DP).
- **3.** For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual e-Voting & joining virtual meetings through Depository.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr.Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55.

- 21. Poll papers will be distributed at the meeting to enable shareholders to cast their vote physically. The members who have casted their vote by remote e-voting prior to the date of the 30thAnnual General Meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is casted by both the modes, then vote cast by remote e-voting prior to the meeting shall prevail.
- 22. The Scrutinizer shall immediately after the conclusion of the 30thAnnual General Meeting count the votes cast at the 30th Annual General Meeting in the presence of at least two witnesses and thereafter unblock the votes cast through remote e-voting.
- 23. The Scrutinizer shall after the conclusion of the Annual General Meeting make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, on the resolution set out at the 30th Annual General Meeting along with the e-voting Results and submit forthwith to the Chairman of the Meeting who shall countersign the same and shall declare the result of the e-voting forthwith.
- ^{24.} The E-voting Results will be placed on the Company's Website <u>www.ussgloballtd.com</u> and on the Website of CDSL and shall simultaneously be communicated to the Stock Exchange as per the prescribed timeline.

- 25. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite majority on a resolution.
- 26. All the documents referred to in the Notice and Explanatory Statement are open for inspection by the members of the Company at the Registered Office of the Company during business hours i.e. 10:00 A.M. to 6:00 P.M. on all working days(except Sundays and Public Holidays) from the date of circulation of this notice up to the conclusion of the 30th Annual General Meeting. Members willing to inspect such documents may send a request on the email id at least two in advance at <u>surnidhiinvestmentltd@gmail.com</u>.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No: 3 :

In terms of the provisions of Section 180 (1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Company by a special resolution, borrow monies (apart from temporary loans obtained from Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose and securities premium. Considering the need of funds for achieving the business growth potential, the limits for borrowing shall be increased from Rs.63,00,00,000(Sixty Three Crores Only) to Rs.68,00,00,000(Sixty-Eight Crores Only).

Accordingly, the special resolutions at item No. 3 of the Notice have been incorporated in the Notice to seek members' approval for availing the borrowing limits and for authorizing the Board to complete all the formalities in connection with the availing borrowing limits.

All the documents referred to in the Notice and Explanatory Statement are open for inspection by the members of the Company at the Registered Office of the Company during business hours i.e. from 10:00 A.M. to 6:00 P.M. on all working days (except Sundays and Public Holidays) from the date of circulation of this notice up to the conclusion of the 30th Annual General Meeting.

None of the Directors or any Key Managerial Personnel of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company(if any).

Item No: 4 :

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can, subject to other conditions, make any investment, give loan, give any guarantee and provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) One hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company in that regard. To achieve financial flexibility and to enable optimal financing structure for the Company and to achieve long term strategic and business objectives / potentials, it is proposed before the shareholders to give powers to the Board of Directors, for making investment upto a limit of Rs.68,00,00,000 (Sixty-Eight Crores Only), over and above the prescribed ceiling.

All the documents referred to in the Notice and Explanatory Statement are open for inspection by the members of the Company at the Registered Office of the Company during business hours i.e.from 10:00 A.M. to 6:00 P.M. on all working days(except Sundays and Public Holidays) from the date of circulation of this notice up to the conclusion of the 30th Annual General Meeting.

None of the Directors or any Key Managerial Personnel of the Company is, in any way, concerned or interested (financially or otherwise), either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company(if any).

Item No.5:

Upon recommendation of Nomination and Remuneration Committee, Mr. Mohit Gupta(DIN: 02366798), was re-appointed as the Managing Director of the Company for a period of five years with effect from 29^{th} August, 2023 by the Board of Directors of the Company in their 8/2023 Meeting held on 26^{th} August,2023 subject to the final approval of Members of the Company.

Particulars of the terms of re-appointment and remuneration payable to Mr. Mohit Gupta (DIN : 02366798) are as under:

Particulars	Amount In Rs.
Salary	3,60,000
Perquisites	3,60,000

a) Salary, Perquisites and Allowances Per Annum:

The perquisites and allowances, if any, shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 and rules made thereunder or any statutory modification(s) or re – enactment thereof.

b)Remuneration based on Net Profits :

In addition to the salary, perquisites as set out above, Mr. Mohit Gupta (DIN : 02366798) shall be entitled to receive remuneration based on net profits which will be determined by the Board and/or Nomination and Remuneration Committee of the Board for each financial year.

c) Increment in Salary: Any increment in salary, perquisites, and allowances and remuneration based on net profits payable to Mr. Mohit Gupta (DIN : 02366798), as may be determined by the Board and / or the Nomination & Remuneration Committee, shall be in addition to remuneration under (a) above.

d) Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

e) Inadequacy of Profits : In the absence or inadequacy of the profits in any financial year, the remuneration including the perquisites paid to the Managing Director shall be in accordance with the applicable provisions of Schedule V of the Companies Act,2013.

The overall remuneration payable every year to the Managing Director by way of salary, perquisites and allowances, incentive/bonus/performance linked incentive, remuneration based on net profits, etc., as the case may be, shall be as per the Companies, Act 2013 or any statutory modification(s) or re-enactment(s) thereof.

Mr. Mohit Gupta (DIN : 02366798) satisfies all the conditions as set out in Section 196(3) of the Companies Act, 2013 and Schedule V to the Act, for being eligible for his re - appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Mohit Gupta (DIN : 02366798) holds 33,58,900 equity shares of face value of Rs. 10/- each in the Company and is not related to other Directors or Key Managerial Personnel of the Company.

The above Explanatory statement may be treated as a written memorandum as per the contact entered with Mohit Gupta(DIN :02366798) Managing Director setting out the terms of re-appointment of Mr. Mohit Gupta (DIN : 02366798) under Section 190 of the Companies Act, 2013.

Further, A brief profile of Mr. Mohit Gupta (DIN : 02366798), including nature of his expertise, is annexed to this Notice of the 30th Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Further, it is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Mohit Gupta (DIN : 02366798), as a Managing Director, in terms of the applicable provisions of the Companies Act, 2013 and the relevant Rules made thereunder.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Mohit Gupta (DIN: 02366798) to whom the resolution relates are any way concerned or interested, financially or otherwise, in this resolution set out in Item No. 5 of the accompanied Notice , except to the extent of their shareholding in the Company, if any.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanied Notice for the approval of Members.

Item No.6:

In view of long, rich experience, the Nomination and Remuneration Committee and the Board of Directors at their Board Meeting held on 6th November,2023 have appointed Ms.Monica Aggarwal(DIN:10366381), as an Additional Director(in the capacity of Non-Executive Independent Director)subject to final approval of Members of the Company. It is hereby proposed before the Members of the Company to accord their approval and regularize Ms.Monica Aggarwal(DIN:10366381) as Independent Director of the Company on the Board for a term of 5 years w.e.f. 6th November,2023 upto 5th November, 2028, whose office shall not be liable to retire by rotation."

Ms.Monica Aggarwal(DIN:10366381), fulfills the conditions specified in the Companies Act, 2013 for such appointment and she is independent of the management and possesses appropriate skills, experience and knowledge. A declaration in this regard has been received from Ms.Monica Aggarwal(DIN:10366381), that she meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Further as per Form DIR – 8 submitted by Ms.Monica Aggarwal(DIN:10366381), is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

A consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 is also received from Ms.Monica Aggarwal(DIN:10366381), that she consented to act as a Director (in capacity of Independent Director) of the Company.

She shall be paid sitting fee for attending meetings of the Board or Committees thereof or reimbursement of expenses for participating in the Board and other meetings.

Ms.Monica Aggarwal(DIN:10366381), does not hold any Shares in the Company and is not related to any other Directors of the Company. Brief resume and other details of Ms.Monica Aggarwal(DIN:10366381), has been provided in the "Annexure" to the Notice of the 30th Annual General Meeting.

This statement shall also be regarded as an appropriate disclosure under the Listing Regulations.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Ms.Monica Aggarwal(DIN:10366381), to whom the resolution relates, are in anyway, concerned or interested, financial or otherwise in the resolution set out at Item No. 6 of the accompanied Notice except to the extent of their Shareholding in the Company, if any,

Accordingly, the Board recommends passing of the Resolution set out in Item No. 6 of the accompanied Notice as a Special Resolution by the Members of the Company.

By Order of the Board of Directors For USS GLOBAL LIMITED (Formerly known as Surnidhi Investment Limited)

> Mohit Gupta Managing Director (DIN:02366798)

Date:09/11/2023 Place: New Delhi Registered Office: Office No.400,ITL Twin Towers, B-9, Netaji Subhash Place, Pitam Pura,New Delhi–110034 Website:www.ussgloballtd.com Email:surnidhiinvestmentltd@gmail.com CIN:L74900DL1993PLC056491

DISCLOSURE RELATING TO DIRECTORS PURSUANT TO REGULATION 26(4), 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS (SS)-2

Re-appointment	Re-Appointment	Regularisation
Mr. Ruchir Jain (DIN: 03151017)	Mr. Mohit Gupta (DIN: 02366798)	Ms. Monica Aggarwal
9 th May, 1980	18 August, 1985	19/11/1994
43 Years	38 Years	29 Years
Indian	Indian	Indian
26 th March, 2011	29 August, 2013	06 th November,2023
Non-Executive Director Non-Independent Director	Executive Director Non-Independent Director	Non-Executive Director Independent Director
Graduate in Commerce	Masters	Masters, Professional
Expert in marketing and trading of tyres and related products thereof having a rich experience of more than 13 years	Mr.Mohit Gupta has done his Masters from Nottingham University Business School, UK and International Business (certificate) from Harvard University, Cambridge, USA. Mr. Gupta has over 12 years of experience in Leadership, Process Innovation, Tacit Knowledge, Corporate Finance, Cross Border Business Development, M&A and General Management. Mr. Gupta has widely travelled across the globe and participated in several projects. He has worked on several businesses across different entities and has	Ms.Monica Aggarwal is a CFE(Certified Forensic Accountant & Fraud Examiner), from IFS, Pune. She is working as a Consultant in Financial Forensic and Litigation Industry for various organisations and agencies.
	Mr. Ruchir Jain (DIN: 03151017) 9 th May, 1980 43 Years Indian 26 th March, 2011 Non-Executive Director Non-Independent Director Graduate in Commerce Expert in marketing and trading of tyres and related products thereof having a rich experience	Mr. Ruchir Jain (DIN: 03151017)Mr. Mohit Gupta (DIN: 02366798)9th May, 198018 August, 198543 Years38 YearsIndianIndian26th March, 201129 August, 2013Non-Executive Director Non-Independent DirectorExecutive Director Non-Independent DirectorGraduate in CommerceMastersExpert in marketing and trading of tyres and related products thereof having a rich experience of more than 13 yearsMr.Mohit Gupta has done his Masters from Nottingham University Business School, UK and International Business (certificate) from Harvard University, Cambridge, USA.Mr. Gupta has over 12 years of experience in Leadership, Process Innovation, Tacit Knowledge, Corporate Finance, Cross Border Business Development, M&A and General Management.Mr. Gupta has widely travelled across the globe and participated in several projects. He has worked on several businesses across

		on both sides of the table-as an advisor and as industry player. Mr. Gupta is instrumental in team building and training, coaching of business leaders and their management for the growth of the company. He has industry experience in real estate, construction, wood products, construction chemical, and many more.	
Terms and Conditions of appointment and re-appointment	As per the Resolution No. 2 of the Notice convening the 30 th Annual General Meeting. Appointment as a Non- Executive Director subject to liable to retire by rotation.	As per the Resolution No. 5 of the Notice convening the 30 th Annual General Meeting read with explanatory statement and Contract entered with Mr. Mohit Gupta thereto	As per the resolution set out In Item No. 6 of the Notice convening the 30th Annual General Meeting. Appointment as a Non-Executive Independent Director not liable to retire by rotation
Remuneration last drawn	-	Rs. 6,60,000/- in aggregate as prescribed in the Resolution passed by the shareholders in the Annual General Meeting of the Company dated 29 th September, 2018	-
Remuneration proposed to be paid	As per the resolution set out In Item No. 2 of the Notice convening the 30 th Annual General Meeting read with explanatory statement thereto	As per the resolution set out In Item No. 5 of the Notice convening the 30 th Annual General Meeting read with explanatory statement and Contract entered with Mr. Mohit Gupta thereto.	As per the resolution set out In Item No. 6 of the Notice convening the 30 th Annual General Meeting read with explanatory statement thereto
Directorship held in any other Companies (excluding Foreign Companies)	Nil	1.Gipskarton India Private Limited 2.USS Exim Private Limited	Nil

		1	1
		3. USS India Private	
		Limited	
		4.Ideation Initiatives Private Limited	
		5.Welcure Health Limited	
		6. Golconda Estates Private Limited	
		7. Jaidurgamm Transporters Private Limited	
Disclosure of	None	None	None
relationships between			
Directors/Manag			
ers/KMP inter-se			
Relationship with other Companies	Nil	Nil	Nil
(excluding			
Foreign			
Companies)			
Committee			
position held in	Nil	Nil	Nil
other Companies Chairmanship	-	-	-
Membership	-	-	-
No. of shares held			
in the Company			
(a) Own	Nil	33,58,900	Nil
(b) For other	Nil		Nil
persons on a beneficial			
basis			
Attendance			
During the			
Financial Year	7/7	7/7	NA
Board Meetings	1/1	1/1	NA
Annual General	NA	NA	NA
Meeting Extraordinary			
General Meeting			
	1	1	