

USS GLOBAL 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

NOTICE

Notice is hereby given that the **31st(Thirty First) Annual General Meeting** of the members of **USS Global Limited** will be held on Tuesday, 11th June, 2024 at 1:00 P.M. 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

Item No. 1- Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 along with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 – Appointment of Mr. Ruchir Jain(DIN: 03151017), as a director, liable to retire by rotation

Mr. Ruchir Jain(DIN: 03151017), whose office of directorship is liable to retire at the ensuing AGM, being eligible, seeks reappointment as a director. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment as a director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Ruchir Jain(DIN: 03151017), as a director of the Company, who is liable to retire by rotation.”

SPECIAL BUSINESS

Item No.3- TO APPROVE/RATIFY RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under including any amendment, modification, variation or re-enactment thereof for the time being in force, and on the basis of recommendation of the Audit Committee, the 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” which term shall include any existing Committee(s) or any committee, the Board may hereafter constitute to exercise powers of the Board including the power conferred by this resolution) for ratification of existing related party

transactions entered into and carried out in the ordinary course of business and at arm's length price with Gipskarton India Private Limited, being related party, in connection with Sale and Purchase of goods on such terms as may be mutually agreed for an aggregate value not exceeding **Rs. 5,00,00,000/- (Rupees Five Crores only)** for the Financial Year 2023-24.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 4-Approval of Material Related Party Transactions with GIPSKARTON INDIA PRIVATE LIMITED:

To consider and if thought fit to pass with or without modifications, the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act,2013 (“Act”),Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”) and other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), as may be necessary from time to time and on the basis of recommendation of the Audit Committee and approval of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ transaction(s) (whether individually or series of transaction(s) taken together or otherwise) on arm’s length basis, with Gipskarton India Private Limited (‘GKIPL’), a ‘Related Party’ within the meaning of Regulation 2(1)(zb) of the Listing Regulations, in the nature of Related Party Transactions during the Financial Year 2024-25 on such terms and conditions as may be agreed upon between the Company and GKIPL and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including any material modifications, finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, and to take all such actions herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 5-Approval for lock-in of Equity Shares:

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

“**RESOLVED THAT** pursuant to applicable provisions of Direct Listing norms of BSE Limited and other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to lock-in the equity shares held in the Company by the promoter and other top non-promoter together holding upto 25% of post listing equity share capital, for listing on BSE Limited and any shareholder holding more than 5% of equity share capital to be locked in for a period of 1 year from the date of listing on BSE Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**By order of the Board
For USS GLOBAL LIMITED**

**Sd/-
Rachna Negi
Company Secretary
ACS No.-70130**

Date: 11/05/2024

Place: New Delhi

**Registered Office: Office No. 400, ITL Twin Towers,
B-9, Netaji Subhash Place, Pitam Pura, New Delhi – 110034**

Website: www.ussglobaltd.com

Email: surnidhiinvestmentltd@gmail.com

CIN: L74900DL1993PLC056491

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), with respect to the Special Business(es) set out in the Notice is annexed hereto and forms part of this Notice.

Additional information, pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is also annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy in Form MGT-11, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.

3. Notice of the Meeting will be sent to those Members, whose name appears in Register of Members / List of Beneficial Owners received from the Depositories as on Cut Off date i.e. Friday, 10th May, 2024.

In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for Financial Year 2023-24 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 form is being sent through the permitted modes as per Companies Act, 2013.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ussglobaltd.com . The Notice can also be accessed on the websites of the Stock Exchanges i.e. MSEI Limited at www.msei.com and the website of NSDL (agency for providing the Remote e-voting facility) i.e. <https://www.evoting.nsdl.com/> .

4. 31st Annual Report is available on the website of the Company www.ussglobaltd.com. Members seeking any information relating to the Financials of the Company or any other information may write to the Company at cs.ussgloabl@gmail.com . The same will be replied by the Company suitably.
5. For convenience of the Members, route map is attached to this notice calling 31st Annual General Meeting. Further, for proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the

place provided on the Attendance Slip and hand it over at the Registration Counter at the venue of the AGM.

6. 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 2:00 p.m. on working days (i.e other than Sunday's and public holidays) upto the closure of Annual General Meeting.
7. 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.
8. 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.
9. Members are requested to update their email address with Depository Participant/Company/RTA to enable us to send Annual Report and other communications electronically.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 5th June, 2024 to 11th June, 2024 (both days inclusive).
11. Corporate Members intending to send their authorized representative to attend the AGM are requested to forward a certified copy of Board Resolution authorizing its 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 Annual General Meeting.
12. As per Section 72 of the Companies Act, 2013 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. 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").
13. 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.
14. As per Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Alankit, for assistance in this regard.

15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.

16. The required details in respect of Director seeking reappointment as set out in Item No.2 of the Notice of 31st Annual General Meeting of the Company is also annexed to this Notice.

17. The Company has a dedicated e-mail address cs.ussgloabl@gmail.com for Members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest. Also, the Company's website www.ussglobaltd.com has a dedicated section for investors.

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

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) issued by 'The Institute of Company Secretaries of India' (ICSI) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide remote e-voting facility to its members in respect of the business to be transacted at the 31st AGM.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has entered into an agreement with National Securities Depository Limited (NSDL), as the Authorized e-voting agency, for facilitating voting through electronic means. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link provided below at <https://www.evoting.nsdl.com> or www.ussglobaltd.com.

The e-voting period commences on 08th June, 2024 at 09:00 A.M. (IST) and will end at 5:00 P.M. (IST) on 10th June, 2024. During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date** of 04th June, 2024. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 04th June, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

The members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The detail procedure to login to e-Voting website and for e-voting is available in the Notes to the Notice of AGM. The Link of Annual Report along with Notice of AGM can be accessed at www.ussglobaltd.com

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csumesh07@gmail.com to with a copy marked to evoting@nsdl.com .
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within the time prescribed under the Listing Regulations and / or the Act from the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or call at 022 - 4886 7000.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 08th June,2024 at 09:00 A.M. (IST) and will end at 5:00 P.M. (IST) on 10th June,2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners **as on the record date (cut-off date) i.e. 4th June,2024** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 4th June,2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select " Register Online for IDeAS Portal " or click at https://eservices.nsd.com/SecureWeb/IdeasDirectRe

[g.jsp](#)

2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either 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 hold 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. 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 evoting 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. Additionally, there is also links

	<p>provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to

retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csumesh07@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre-Senior Manger at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs.ussglobal@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs.ussglobal@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

- 19.** The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite majority on a resolution.

- 20.** 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 2:00 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 31st Annual General Meeting.
Members willing to inspect such documents may send a request on the email id at least two in advance at cs.ussgloabl@gmail.com.

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

Item No. 3: Pursuant to provisions of Section 188 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force), on recommendation of Audit Committee, the board of directors of the company had ratified and accorded its approval for existing and new related party transactions entered into and carried out in the ordinary course of business and at arm's length price with Gipskarton India Private Limited, being related party as per Section 2(76) of Companies Act, 2013, in connection with Sale and Purchase of goods for an aggregate value not exceeding Rs. 5,00,00,000/- (Rupees Five Crores only) in the Financial Year 2023-24.

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 particulars of transactions entered into with related party are as follows:

1. Name of the Related Party: Gipskarton India Private Limited
2. Name of the Director or KMP who is related: Mr. Mohit Gupta, Managing Director of the Company
3. Nature of Relationship: Mr. Mohit Gupta, Managing Director of the Company is also director and member of Gipskarton India Private Limited.
4. Nature, material terms, monetary value and particulars of the contract or arrangements: The Company has entered into related party transactions in ordinary course of business at arm's length price with Gipskarton India Private Limited in connection with Sale and Purchase of goods during the Financial Year 2023-24.
5. Any other information relevant or important for the members to take a decision on the proposed resolution: All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Accordingly, ratification and passing of the resolution as set out at Item No. 3 of the accompanying Notice for approval by the members of the Company as Ordinary Resolution. None of the Related Parties shall vote in the resolution.

Except Mr. Mohit Gupta, Promoter and Managing Director of the Company and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be, in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

Item No.4: Company proposes to enter into contract(s)/ arrangement(s)/ transaction(s) with Gipskarton India Private Limited (Related party of the Company) involved in the business of manufacturing of Gypsum Board and its accessories.

In terms of the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder, for entering into related party transactions where the transaction value exceed the thresholds prescribed, prior approval of the Shareholders by way ordinary resolution is required. Further, in terms of Regulations 23 of SEBI (LODR) Regulations, 2015, all Material Related Party Transactions ('MRPT') shall require prior approval of shareholders through ordinary resolution.

Pursuant SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and other applicable rules, circulars, the particulars of contract(s)/ arrangement(s)/ transaction(s) to be entered into by the Company with related party(ies) are as under:

1. Name of the Related Party: Gipskarton India Private Limited
2. Name of the Director or KMP who is related: Mr. Mohit Gupta, Managing Director of the Company
3. Nature of Relationship: Mr. Mohit Gupta, Managing Director of the Company is also director and member of GKIPL
4. Aggregate maximum value of the contract(s)/ arrangement(s)/ transaction(s) (during the financial year 2024-25) (Rs. in Crores): 10.00
5. Nature and material terms of contract(s)/ arrangement(s)/ transaction(s): The Company shall enter into transaction with GKIPL by providing Deposit and/or Advance for acting as Selling Agent.
6. Justification for why the proposed transaction is in the interest of the listed entity: The proposed MRPTs with Gipskarton India Private Limited ('GKIPL') will be at arm's length basis and shall increase revenue of the Company by acting as selling agent and the same would be in the interest of the Company.
7. Percentage of the proposed MRPTs to counter party's entity's annual turnover: 33.55% approx
8. Any other information relevant or important for the members to take a decision on the proposed resolution: All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

In the financial year 2024-25, the Company proposes to enter into certain MRPTs, as mentioned above, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds. Accordingly, approval of the shareholders is being sought for all such MRPTs proposed to be undertaken by the Company.

The percentage of the proposed MRPTs to listed entity's annual consolidated turnover will be 195.22%. The source of the funds for proposed MRPTs will be out of internal resources/accruals and/or any other appropriate sources. The terms and/or tenure of such deposits and/or advances to be given shall be as mutually decided, by the Audit Committee and/or Board of Directors of the Company, at the time of actual deposits and/or advances to be given.

The Audit Committee/Board has, at its meeting held on May 11, 2024, reviewed and approved the said transaction(s), subject to approval of the shareholders, to enable the Company to enter into the said Related Party Transaction(s) in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company with the related parties at arms' length basis and in the ordinary course of business.

Therefore, the Audit Committee/Board recommends passing of the resolution as set out at Item No. 4 of the accompanying Notice for approval by the members of the Company as Ordinary Resolution. None of the Related Parties shall vote in the resolution.

Except Mr. Mohit Gupta, Promoter and Managing Director of the Company and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be, in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 5:

The members may note that the Company is in process of making application of with BSE Limited, for direct listing of the equity shares of the Company on BSE Limited (BSE) under its direct listing norms. As per the direct listing norms of BSE Limited, it is proposed that promoter and other top non-promoter shareholders together holding upto 25% of post listing equity share capital and any shareholder holding more than 5% of Equity Share capital to be locked in for a period of 1 year from the date of listing on BSE Limited, since there is change in the equity share capital of the company in last 1 year and for the same the company needs to take necessary approval from the shareholders.

Accordingly, the board of directors recommends the Resolution as set out at Item No.5 of the accompanying Notice for approval by the members of the Company as Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be, in any way concerned or interested, financial or otherwise, in the resolution set out at Item No.5 of the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

**By order of the Board
For USS GLOBAL LIMITED**

**Sd/-
Rachna Negi
Company Secretary
ACS No.-70130**

Date: 11/05/2024

Place: New Delhi

**Registered Office: Office No. 400, ITL Twin Towers,
B-9, Netaji Subhash Place, Pitam Pura, New Delhi - 110034**

Website: www.ussglobaltd.com

Email: surnidhiinvestmentltd@gmail.com

CIN: L74900DL1993PLC056491

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

	Re-appointment
Name of Director	Mr. Ruchir Jain (DIN: 03151017)
Date of Birth	9 th May, 1980
Age	43 Years
Nationality	Indian
Date of appointment on Board	26 th March, 2011
Category	Non-Executive Non-Independent Director
Qualifications	Graduate in Commerce
Nature of Expertise in specific Functional areas	Having a rich experience of more than 13 years in Marketing.
Terms and Conditions of appointment and re-appointment	As per the Resolution No. 2 of the Notice convening the 31 st Annual General Meeting. Appointment as a Non-Executive Director subject to liable to retire by rotation.
Remuneration last drawn	Nil
Remuneration proposed to be paid	As per the resolution set out in Item No. 2 of the Notice convening the 31 st Annual General Meeting read with explanatory statement thereto.
Directorship held in any other Companies (excluding Foreign Companies)	Nil
Disclosure of relationships between Directors/Managers/KMP inter-se	None
Relationship with other Companies (excluding Foreign Companies)	Nil

Committee position held in other Companies	Nil
Chairmanship	-
Membership	-
No. of shares held in the Company	
(a) Own	Nil
(b) For other persons on a beneficial basis	Nil
Attendance During the Financial Year	
Board Meetings	14/14
Annual General Meeting	1/1
Extraordinary General Meeting	1/1