

USS GLOBAL LIMITED

(Formerly known as SURNIDHI INVESTMENT LIMITED)

Regd office : 1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi – 110034

Phone: 011- 45824477 , website: www.ussglobaltd.com

E-mail: surnidhiinvestmentltd@gmail.com CIN: L74900DL1993PLC056491

To,

Dated: 13th October, 2020

Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th floor,
Plot No C 62, G - Block,
Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098, India.

Sub: Notice of 27th Annual General Meeting
Re: USS Global Limited (Formerly known as Surnidhi Investment Limited)

Dear Sir,

We wish to inform you that **27th Annual General Meeting** of the Company is scheduled to be held on **Monday, 9th November, 2020**, at 3:30 P.M. at the Registered Office of the Company situated at **1502, 15th Floor , RG Trade Tower, Netaji Subhash Place, PitamPura, New Delhi – 110034**.

In this regard, Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Please find enclosed herewith Copy of the Notice of 27th Annual General Meeting of the Company "**(USS Global Limited (Formerly Known as Surnidhi Investment Limited))**".

Your good office is requested to kindly take the same on records and acknowledge.

Thanking you,

Yours faithfully,

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



Poonam
Company Secretary & Compliance Officer
ACS : 34664



Encl : As above

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NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th (Twenty – Seventh) ANNUAL GENERAL MEETING (AGM) of the Members of USS GLOBAL LIMITED (Formerly known as Surnidhi Investment Limited) will be held as per the below details:

Day : Monday

Date : 9th November, 2020

Time : 3:30 P.M.

Place : At the Registered Office of the Company situated at 1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi - 110034

to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with 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, and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass with or without modification, 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 the Members of the Company, be and is hereby accorded for the re-appointment of **Mr. Ruchir Jain (DIN: 03151017)** as a Director, liable to retire by rotation.”

SPECIAL BUSINESS:

3. **TO INCREASE THE BORROWING LIMITS OF THE COMPANY PURSUANT TO SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

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

“RESOLVED THAT in suppression of the earlier resolutions passed and pursuant to the provisions of section 179, 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, (including any amendment thereto or re-enactment thereof) for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company including any

committee thereof (hereinafter referred to as 'the Board') to increase the limit to borrow from time to time in one or more tranches, any sum or sums of money (whether secured or unsecured) together with the money already borrowed, if any, by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of the business), on such terms and conditions as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and proper, as may be required to smoothly carry on the operations of the Company and in the best interest of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company, remaining outstanding will at any time exceed the aggregate of the paid-up share capital of the company, free reserves and securities premium subject to a maximum amount of **Rs. 61,00,00,000/- (Rupees Sixty One Crores Only)**.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to finalize, sign, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s)/applications, including supplementary agreements and supplementary applications as may be required and to settle all matters arising out of and incidental thereto, including filing of all necessary e – forms with the Registrar of Companies in this regard on behalf of the Company and generally to do all acts, deeds, matters and things and to take all such steps and actions that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid Resolution.”

4. TO APPROVE RAISING OF SECURITY, CREATION OF CHARGES/MORTGAGES/HYPOTHICATION/PLEDGE ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY IN CONNECTION WITH THE BORROWINGS OF THE COMPANY PURSUANT TO SECTION 180(1)(A) 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 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors including any committee thereof (hereinafter referred to as 'the Board') of the Company to sell, lease, disposed of, pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may think fit, on/of all or any of the immovable or movable property(ies) and movable asset(s) (both tangible and intangible) of the Company, both present and future, and of/on whole or substantially the whole of the undertaking(s) of the Company where so ever situated, in favour of any Banks, Financial Institutions, Lending Institutions or any person, Body Corporate or any other lenders to secure any borrowings, financial assistance or financial indebtedness to be availed by the Company from time to time, at the respective agreed additional interest, compound interest, accumulated interest, and on such terms and conditions as may be agreed between the Company and any Lender(s), subject to a maximum limit of the secured Borrowings shall not exceed aggregate of **Rs. 61,00,00,000/- (Rupees Sixty One Crores only)**.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize the terms and conditions, execute and sign with the Lender (s) the requisite agreement/documents/deeds/writings including supplementary agreements and applications that may be necessary for raising of security, creation of charges, mortgages, lien and hypothecation in order to secure the borrowings of the Company, including filing of necessary e-forms with the Registrar of Companies in this regard and to do all such acts, deeds and things and to take all such steps and actions for obtaining approvals statutory or otherwise, as may be considered necessary, proper, incidental or expedient in order to give effect to the aforesaid resolution.”

5. TO INCREASE THE LIMITS TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEE, PROVIDING SECURITY IN CONNECTION WITH LOAN PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT in suppression of the earlier resolutions passed and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary in this regard, 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 be deemed to include, unless the context otherwise requires, any committee of the Board) to (i) give any Loan(s) to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan(s) to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or Bodies Corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, shall exceed 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, as prescribed under Section 186 of the Companies Act, 2013 but shall not exceed upto a Limit of **Rs. 61,00,00,000/- (Rupees Sixty One Crores only)**.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to finalize, sign, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s)/applications including supplementary agreements and writings as may be required in relation to the above and settle all matters arising out of and incidental thereto, including filing of all necessary e – forms with the Registrar of Companies in this regard on behalf of the Company and generally to do all acts, deeds, matters and things and to take such steps and actions that may be deemed necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid Resolution.”

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

**Mohit Gupta
Managing Director
(DIN: 02366798)**

**Date: 01/10/2020
Place: New Delhi
Registered Office:
1502, 15th Floor, RG Trade Tower,
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") sets out the details relating to special business in respect of Item No. 3, 4 and 5 of the Notice is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 27TH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN FORM MGT-11 SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY OR MAILED AT surnidhiinvestmentltd@gmail.com NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE 27TH ANNUAL GENERAL MEETING.**
3. **A PERSON SHALL ACT AS PROXY FOR NOT EXCEEDING 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
4. A Member would be entitled to inspect the proxy(ies) lodged at any time during the business hours of the Company during the period beginning from 24 hours before the time fixed for the commencement of the 27th Annual General Meeting, provided that not less than 3 days Notice in writing of the intention to inspect is given to the Company at its Registered office or mail at surnidhiinvestmentltd@gmail.com.
5. Corporate Members/Shareholders intending to send their Authorised Representatives (who have no symptoms of Corona Virus) to attend the Meeting are requested to send a duly Certified Copy of the Board Resolution in order to authorize their representatives to attend and vote at the Meeting of the Company or upload it to the e – voting portal, or send it to the Company's email id at surnidhiinvestmentltd@gmail.com.
6. The entry to the Meeting venue will be regulated by Thermal Screening, Sanitizers and Attendance slip enclosed herewith. Members/Proxy(ies) and Authorised Representatives are requested to bring Attendance Slip duly completed and signed mentioning therein details of their Folio Number/ Client ID Number/DPID (in case Shares are in dematerialised form) for attending the 27th Annual General Meeting (AGM) along with their one Identity Proof such as Voter ID, PAN Card etc. in order to attend the Meeting.
7. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all the securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company or Alankit Assignments Limited, RTA of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of Bank Passbook/Statement attested by the Bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant. Henceforth, the Company will not be in position to issue Demand Drafts, if dividend declared, if any, to those shareholders whose Bank Account details are not updated. Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars.

Further, Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:-

- a) Transferees and Transferors PAN Card for transfer of shares
- b) Legal Heirs'/Nominees' PAN Card for transmission of shares
- c) Surviving joint holders' PAN Card for deletion of name of deceased Shareholder, and
- d) Joint Holders' PAN Card for transposition of shares.

8. The Register of Members and the Share Transfer Books of the Company will remain closed from 5th November, 2020 to 9th November, 2020, (both days inclusive) for the purpose of 27th Annual General Meeting of the Company.

9. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which the directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the 27th Annual General Meeting.

10. The existing Statutory Auditors of the Company, M/s. Nishant & Associates (FRN : 027083N), Chartered Accountants, had given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors of the Company. The remuneration payable to the Statutory Auditors for this Financial Year shall be mutually fixed by the Board of Directors and the Statutory Auditors based on the recommendation of the Audit Committee.

11. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Ruchir Jain (DIN : 03151017), Director of the Company, is liable to retire by rotation at the 27th Annual General Meeting of the Company, being eligible, offer himself for re - appointment. Accordingly, The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment as set out in Item No. 2 of the Notice of the 27th Annual General Meeting for approval of the Shareholders.

Mr. Ruchir Jain seeking re-appointment have furnished requisite declarations under section 164(2) of the Companies Act, 2013, that he is not disqualified for being re – appointed as a Director of the Company pursuant to the provisions of the Companies Act, 2013 including rules framed there under and the Listing Regulations.

Disclosure pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Secretarial Standard-2 on “General Meetings” issued by the Institute of Company Secretaries of India with respect to Directors seeking re-appointment at the 27th Annual General Meeting is annexed to this Notice.

12. During this Pandemic conditions, the goal of the company is to reduce the risk of infection spread by holding a short and effective meeting with limited interaction by adopting the following measures:

- a) The number of functionaries and employees present at the 27th Annual General Meeting will be at a minimum.

- b) The Company will set up a screening point at the entrance of the meeting room to measure every attendee's Body temperature. The Company reserves the right to deny entry to anyone with a higher Body temperature or anyone showing symptoms of fever, or anyone who has returned from a high-risk country (according to the announcement of the Ministry of Public Health) less than 14 days before the Meeting.
- c) Planned speeches are limited to a minimum in order to reduce the length of the Meeting.
- d) Proper sitting arrangements keeping in view the social distancing norms shall be made at the Meeting for the convenience of the shareholders.
- e) That due to strict security reasons, eatables(except water bottles) and other belongings are not allowed inside the venue of the meeting.
- f) The Meeting will close immediately after the mandatory items of the agenda of the Notice will be discussed.
- g) Sanitizers, Gloves and Masks are available at the entry gate of the meeting venue as well as at the meeting room.
- h) Shareholders/Proxies/Authorised Representatives are requested to wear Masks and undergo thermal screening at the Entry/Exit Gates for keeping record of their temperatures.

13.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 form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.

In this regard, shareholders are encouraged in their own interest to dematerialize their shareholding to avoid hassle in transfer of shares and eliminate risks associated with physical shares. Members may write to the Registrar and Share Transfer Agent or to the Company in this regard.

14.Members Holding Shares in Physical Form are requested to notify any correction/Change in their name/address including PIN Code Number, email address, telephone/ mobile numbers, Permanent Account Number (PAN), Bank details such as, name of the Bank and branch details, Bank Account Number, MICR code, IFSC code to the Company at its Registered office or e-mail at surnidhiinvestmentltd@gmail.com or to the Registrar & Share Transfer Agent (RTA) of the Company "Alankit Assignments Limited" at the earliest to receive all the communications addressed to them by the Company timely and effectively.

We urge members to support our commitment to Environmental Protection/Green Initiative by choosing to receive all the Communications of the Company through e-mail and accordingly request to register and intimate changes, if any of their email id(s) with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

15.Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act,2013 are requested to submit to the Registrar & Share Transfer Agent (RTA)(i.e. Alankit Assignments Limited) of the Company or to the Company the prescribed Form SH - 13 for Nomination and Form SH-14 for cancellation/ variation, as the case may be.

16. The Company can serve Annual Reports and other communications through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/RTA, unless any Member has requested for a physical copy of the same. Members who have not registered their email addresses so far are requested to register their email address with their Depository Participant/RTA or with the Company for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

For Members whose email addresses are not registered with the Company, physical copies of the 27th Annual Report is being sent to them at their respective address by the permitted mode as per the Companies Act, 2013.

The 27th Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.ussglobaltd.com and on the website of CDSL and Metropolitan Stock Exchange of India Limited (MSEI) at www.evotingindia.com and www.msei.in.

17. In accordance with 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 read with Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Secretarial Standards-2 issued by the Institute of Company Secretaries of India, the Company is pleased to provide the members the facility to exercise their vote by electronic means through e-voting facility.

In this regard, The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as an Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of the General Meeting).

Members who are holding shares in physical or dematerialized form as on **2nd November, 2020** shall exercise their vote by electronic means.

18. VOTING THROUGH ELECTRONIC MEANS

The remote e-voting period will begin on **5th November, 2020** at **9:00 A.M.** and conclude on **8th November, 2020** at **5:00 P.M.** During this period, Shareholders of the Company holding Shares either in physical form or in dematerialised form, as on the cut-off date i.e. **2nd November, 2020**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

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 purpose only.

Instructions for Members for remote E-voting are as under:

Following are the instructions for casting 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 DP ID 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
PAN (Permanent Account Number)	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <p>Note:</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their Demat Account number/ Folio No. as the case may be, in the PAN Field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence Number 1 then enter RA00000001 in the PAN Field.
Date of Birth or Date of Incorporation or Bank Account Number	<p>Enter the Date of Birth (in dd/mm/yyyy format) as recorded in your Demat Account or in the Company's records in order to login.</p> <p style="text-align: center;">OR</p> <p>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.</p> <p>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.</p>

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 wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XI. Click on the EVSN for “**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:

➤ Institutional Shareholders (i.e. other than Individuals, HUFs and NRIs etc.) are required to log on to www.evotingindia.com and 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.

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. **2nd November, 2020**, 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.

XXI. Members are advised to use stable Wi-Fi or LAN connection to ensure smooth conducting/casting of vote through remote e- voting process.

XXII. In case any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com or call at 1800225533. Further, **Ms. Poonam (ACS : 34664), 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. Poonam

Designation: Company Secretary & Compliance Officer

Telephone No.: 011-45824477

Email Id: surnidhiinvestmentltd@gmail.com

19. Members holding Shares either in physical or in dematerialised form entitled to attend the 27th Annual General Meeting. Poll papers will be distributed at the meeting to enable such shareholders to cast their vote. The members who have casted their vote by remote e-voting prior to the date of the 27th Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote cast by remote e-voting prior to the meeting shall prevail.

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 as on **2nd November, 2020**.

20. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

21. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies, Act 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.

22. The Board of Directors have appointed **M/s. Umesh Kumar & Associates (CP No. : 8361), Company Secretaries**, as the scrutinizer to scrutinize the E-Voting process (including Ballot cast by the Members at the 27th AGM) in a fair and transparent manner for the 27th Annual General Meeting of the Company.

23. The Scrutinizer shall immediately after the conclusion of the 27th Annual General Meeting first count the votes cast at the 27th Annual General Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and shall make not later than three days of the conclusion of the 27th Annual General Meeting a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolution set out at the 27th Annual General Meeting along with the e - voting Results forthwith to the Chairman of the Company who shall counter sign the same and shall declare the result of the e - voting forthwith.

The Scrutinizer`s decision on the validity of the vote shall be final and binding.

The e- voting results along with the Consolidated Scrutinizer's Report shall be declared within 48 hours of passing the resolution at the 27th AGM i.e. on **11th November, 2020 at 1:30 P.M.** and the same shall be placed on the Company's Website **www.ussglobaltd.com** and on the Website of CDSL and shall also be communicated to the Metropolitan Stock Exchange of India Limited (MSEI), where the Securities of the Company are listed.

24. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

25. In case the members have any query relating to the Financial Statements of the Company for the Financial Year ended 31st March, 2020, members are requested to send the same to the Company Secretary & Compliance officer of the Company at surnidhiinvestmentltd@gmail.com at least 10 days before the date of 27th Annual General Meeting so as to enable the management to keep the information ready for replying Suitably at the Meeting.

In case of any queries regarding the 27th Annual Report, the Members may write to surnidhiinvestmentltd@gmail.com to receive an email response.

26. All the documents referred to the Notice and Explanatory statement forms the part of the Notice are available for inspection by the members of the company at the Company's Registered office during the Business Hours of the Company between 10:00 A.M. to 6:00 P.M. on all working Days (except Sundays, Public and Gazetted Holidays) from the date of circulation of this notice upto the date of 27th Annual General Meeting and also during the 27th Annual General Meeting of the Company.

27. The Route Map to reach the Venue of the 27th Annual General Meeting is annexed for the convenience of the Shareholders.

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

ITEM NO. 3

This is to inform to the Members that the Company "USS Global Limited (Formerly Known as Surnidhi Investment Limited)" have passed Special Resolution via Postal Ballot, the result of which was declared on 28th January, 2016 and at the 26th Annual General Meeting of the Company held on 28th September, 2019 under section 180(1)(c) of the Companies Act, 2013 for availing the borrowing limits of the Company in excess of its aggregate of Paid-up Share Capital, Free Reserves and Securities Premium (excluding temporary loans obtained from the company's bankers in the ordinary course of business) subject to a maximum amount of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) and Rs. 60,00,00,000/- (Rupees Sixty Crores Only) respectively.

However, Keeping in view the Company's existing fast growing pace of the business requirements and future working capital requirements as well as for unanticipated opportunities that may come up in future to support its business, the Company needs additional funds and hence for this purpose, the Company is desirous of increasing the limit of raising finance, whether secure or unsecure, from one or more Banks, Financial Institutions, Lending Institutions or any other person/Body Corporate/Companies from time to time, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the Paid-Up Share Capital, Free Reserves and Securities Premium of the Company but subject to a limit of Rs. 61,00,00,000/- (Rupees Sixty One Crores Only) respectively.

Hence, the Board of Directors at their 6/2020 Board Meeting held on 1st October, 2020 have proposed to increase the maximum borrowing limits of the Company from **Rs. 60,00,00,000/- (Rupees Sixty Crores Only)** to **Rs. 61,00,00,000/- (Rupees Sixty One Crores Only)**. Further, pursuant to Section 180(1)(c) of the Companies Act, 2013, in order to facilitate the Company to borrow money in excess of aggregate of its Paid-Up Share Capital, Free Reserves and Securities Premium (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and in order to exceed/revise the limit as stated aforesaid, The Company is subject to take final consent from its members as per the provisions of Section 180 of the Companies Act, 2013 by the way of Special Resolution to be passed at the ensuing 27th Annual General Meeting of the Company.

Therefore, the approval of the shareholders is accorded for the abovesaid purpose.

All the documents referred to in the Notice of 27th Annual General Meeting of the Company and Explanatory statement including copy of the Board Resolution thereof are available for inspection by the members of the Company at the Company's Registered office during the Business Hours of the Company between 10:00 A.M. to 6:00 P.M. on all working Days (except Sundays, Public and Gazetted Holidays) from the date of circulation of this notice upto the date of 27th Annual General Meeting and also during the 27th Annual General Meeting of the Company.

The Company shall ensure that the debt equity ratio of the Company, at all times, will be within the prudent limits.

Accordingly, the Board of Directors recommends the special resolution as set out in Item No. 3 of the Notice of the 27th AGM for the approval of the Shareholders.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is/are, in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their Shareholding in the Company, if any.

ITEM NO. 4

The members are informed that, in order to facilitate the securing of the revised borrowing limits as stated in Item No. 3 of the accompanied Notice subject to an aggregate amount of **Rs. 61,00,00,000/- (Rupees Sixty One Crores only)**, it would be necessary to secure the same by suitable pledge, mortgage, lien, hypothecation and/or create charge, whether fixed or floating in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may think fit, on/of all or any of the immovable or movable property(ies) and movable asset(s) (both tangible and intangible) of the Company, both present and future, and of/on whole or substantially the whole of the undertaking(s) of the Company where so ever situated, in favour of Banks, Financial Institutions, Lending Institutions or any person, Body Corporate or any other lenders, on such terms as the Board of Directors of the Company discretionary may think fit from time to time, in consultation with the lender(s) subject to a maximum limit of the secured Borrowings shall not exceed aggregate of **Rs. 61,00,00,000/- (Rupees Sixty One Crores only)**.

Further, pursuant to Section 180(1)(a) and 179 of the Companies Act, 2013, for the purpose of securing of the revised borrowing limits by suitable pledge, mortgage, lien, hypothecation and/or create charge, whether fixed or floating in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may think fit, on/of all or any of the immovable or movable property(ies) and movable asset(s) (both tangible and intangible) of the Company, both present and future, and of/on whole or substantially the whole of the undertaking(s) of the Company where so ever situated, in favour of Banks, Financial Institutions, Lending Institutions or any person, Body Corporate or any other lenders, the Board of Directors at their 6/2020 Board Meeting held on 1st October, 2020 have passed the resolution for the aforesaid purpose subject to the final approval of the Members of the Company by way of Special Resolution to be passed at the 27th Annual General Meeting of the Company. Accordingly, an approval of the shareholders by way of special resolution is accorded for the above said purpose.

All the documents referred to in the Notice of 27th Annual General Meeting of the Company and Explanatory statement including copy of the Board Resolution thereof are available for inspection by the members of the company at the Company's Registered office during the Business Hours of the Company between 10:00 A.M. to 6:00 P.M. on all working Days (except Sundays, Public and Gazetted Holidays) from the date of circulation of this notice upto the date of 27th Annual General Meeting and also during the 27th Annual General Meeting of the Company.

Accordingly, the Board of Directors recommends the special resolution as set out in Item No. 4 of the Notice of the 27th AGM for the approval of the Shareholders.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is/are, in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their Shareholding in the Company, if any.

ITEM NO. 5

This is brought to the notice of the Members that a Special Resolution was passed by the Members of the Company via Postal Ballot, the result of which was declared on 28th January, 2016 and at 26th Annual General Meeting of the Company held on 28th September, 2019 under section 186 of the Companies Act, 2013 for granting loans, giving guarantee, providing security or making investment in any body corporate in excess of higher of 60% of paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account subject to a maximum amount of **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** and **Rs. 60,00,00,000/- (Rupees Sixty Crores Only)** respectively.

However, the members are informed that Company possesses surplus funds and is desirous to make the optimum use of the available surplus funds by making investment in other body corporates or granting loans, giving guarantees or providing securities to other persons or other body corporates as and when required and accordingly the Board of Directors of the Company in their 6/2020 Board Meeting held on 1st October,2020 have decided and approved to exceed the limit of granting loans, giving guarantee, providing securities or making investment in any body corporate or persons in excess of higher of 60% of paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account subject to a limit upto **Rs. 61,00,00,000/- (Rupees Sixty One Crores Only)** respectively .

Further, Pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the above stated limits can be exceed/increase with the final approval of the shareholders via special resolution to be passed by them at the ensuing 27th Annual General Meeting of the Company.

Therefore, the approval of the shareholders is accorded for the abovesaid purpose.

All the documents referred to in the Notice of 27th Annual General Meeting of the Company and Explanatory statement including copy of the Board Resolution thereof are available for inspection by the members of the company at the Company's Registered office during the Business Hours of the Company between 10:00 A.M. to 6:00 P.M. on all working Days (except Sundays, Public and Gazetted Holidays) from the date of circulation of this notice upto the date of 27th Annual General Meeting and also during the 27th Annual General Meeting of the Company.

Accordingly, the Board of Directors recommends the special resolution as set out in Item No. 5 of the Notice of the 27th AGM for the approval of the Shareholders.

None of the Directors, ~~Manager~~, Key Managerial Personnel of the Company and their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is/are, in any way, financially or otherwise, concerned or interested in the proposed resolution, except to the extent of their Shareholding in the Company, if any.

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

Date: 01/10/2020
Place: New Delhi
Registered Office:
1502, 15th Floor, RG Trade Tower,
Netaji Subhash Place, Pitam Pura,
New Delhi – 110034
Website: www.ussglobaltd.com
Email: surnidhiinvestmentltd@gmail.com
CIN: L74900DL1993PLC056491

Mohit Gupta
Managing Director
(DIN: 02366798)

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
Name of Director	Mr. Ruchir Jain (DIN: 03151017)
Date of Birth	9 th May, 1980
Age	40 years
Nationality	Indian
Date of Appointment on Board	26 th March, 2011
Category	Non – Executive Director (Non – Independent Director)
Qualifications	Graduate in Commerce
Nature of Expertise in specific functional areas	Expert in Marketing and trading of tyres and related products thereof having a rich experience of more than 12 years
Terms and Conditions of Appointment /Re - Appointment	As per the resolution set out in Item No. 2 of the Notice convening the 27 th Annual General Meeting Re – Appointment as a Non – Executive Director, liable to retire by rotation
Remuneration Last Drawn	-
Remuneration Proposed to be paid	He is entitled to sitting fees for attending Meeting of Board/Committees and Commission on Profit as may be approved by the shareholders time to time within the Limits as prescribed under the Companies Act, 2013 as per the resolution set out in Item No. 2 of the Notice convening the 27 th Annual General Meeting
Directorship held in 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
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	5/7
Annual General Meeting	1/1
Extra Ordinary General Meetings	NA

The proposal for re-appointment of Mr. Ruchir Jain (DIN : 03151017), as a Director, has been approved by the Board pursuant to the recommendation of the Nomination & Remuneration Committee considering his skills, experience, knowledge and positive outcome of performance evaluation.

USS GLOBAL LIMITED

(Formerly known as SURNIDHI INVESTMENT LIMITED)

Regd office : 1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi – 110034

Phone: 011- 45824477, website: www.ussglobaltd.com

E-mail: surnidhiinvestmentltd@gmail.com

CIN: L74900DL1993PLC056491

ATTENDANCE SLIP

27th Annual General Meeting - 9th November, 2020

Folio No..... DP ID.....

No. of Shares held..... Client ID.....

I/We certify that I am a *Member/Proxy/Authorised Representative for the Member(s) of the Company.

I hereby record my presence at the **27TH ANNUAL GENERAL MEETING** of the Company at the Registered Office of the Company situated at **1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi – 110034** on **Monday, 9th November, 2020** at **3:30 P.M.**

Name of the * Member/Proxy/Authorised Representative :
(In BLOCK Letters)

Signature of the *Member/ Proxy/ Authorised Representative :

Notes :

1. Please fill all details and hand over the duly signed Attendance Slip at the entrance of the Meeting Venue.
2. Members are requested to bring copies of the 27th Annual Report to the 27th Annual General Meeting along with their one Identity Proof.
3. The Route Map to reach 27th Annual General Meeting (AGM) venue is given overleaf.

***Strike out whichever is not applicable**

USS GLOBAL LIMITED

(Formerly known as SURNIDHI INVESTMENT LIMITED)

Regd office : 1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi – 110034

Phone: 011- 45824477, website: www.ussglobaltd.com

E-mail: surnidhiinvestmentltd@gmail.com

CIN: L74900DL1993PLC056491

Form No. MGT-11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s):	
Registered Address	
E-mail ID:	
Folio No. /Client ID:	
DP ID:	

I/We, being the member (s) holding..... shares of the above mentioned Company, hereby appoint

- Name :Address
E-mail id :Signature :or failing him/her
- Name :Address
E-mail id :Signature :or failing him/her
- Name :Address
E-mail id :Signature :or failing him/her

As my/ our proxy to attend and vote for me/us and on my/our behalf at the **27th Annual General Meeting** of the Company to be held on **Monday, 9th November, 2020 at 3:30 P.M.** at the Registered Office of the Company situated at **1502, 15th Floor, RG Trade Tower, Netaji Subhash Place, Pitam Pura, New Delhi – 110034** or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Type of Resolution	Please mention no. of shares	
			For	Against
Ordinary Business				
1.	Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2020 including the Audited Balance sheet, Statement of Profit and Loss and Cash Flow Statement on that date and the reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	Re-appointment of Mr. Ruchir Jain (DIN: 03151017) , Director, who retires by rotation.	Ordinary		
Special Business				
3.	Increase in the Borrowing Limits of the Company pursuant to section 180(1)(C) of the Companies Act, 2013.	Special		
4.	Approval for Raising Security, Creation of Charges/Mortgages/Hypothecation/Pledge on the immovable and movable properties of the Company in connection with the borrowings of the Company pursuant to section 180(1)(A) of the Companies Act, 2013.	Special		
5.	Increase in the limits to make Investments, give Loans, guarantee, providing security in connection with Loan pursuant to section 186 of the Companies Act, 2013.	Special		

Signed this.....day of.....2020

Signature of the Shareholder.....

Signature of the Proxy holder(s).....

Affix
Revenue
Stamp of
Rs. 1/-

Notes:

*This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company or e-mail at surnidhiinvestmentltd@gmail.com not less than 48 hours before the Commencement of the Meeting.

*Please Complete all details before submission.