

UDAYSHIVAKUMAR INFRA LIMITED
(Formerly known as UDAYSHIVAKUMAR INFRA PRIVATE LIMITED)



**Registered office: 1924A/196, BanashankariBadavane,
Near Nh-4 Bypass Davangere Karnataka India- 577005**

CIN: L45309KA2019PLC130901
Website: www.uskinfra.com

Email Id: cs@uskinfra.com
Telephone No: +918192297009

Date: 30th May, 2024

To, BSE Limited PhirozeJeejeebhoy Towers 25th Floor, Dalal Street, Mumbai- 400001 BSE SCRIP CODE: 543861	To, National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex, Sandra (E), Mumbai – 400051 NSE EQUITY SYMBOL: USK
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ISIN: INE0N0Y01013

Dear Sir,

Subject: Sub: Submission of Secretarial Compliance Report for the year ended 31st March 2024

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith Secretarial Compliance Report issued by the Practicing Company Secretary for the year ended 31st March 2024.

Please take the above information on record.

Yours faithfully,

For Udayshivakumar Infra Limited

Bharti
Ramchandani
Bharti Ramchandani
Company Secretary
FCS 11651
Ph: 8884990800

Digitally signed by Bharti Ramchandani
DN: c=IN, o=Personal,
pseudoym=133410491018762398cxBuBtHAB9b5x,
2.5.4.20=cad656895033d7003c605ef4a660d46e54967b75c350
6697021d4a21c8292f, postalCode=590006, st=Karnataka,
serialNumber=5afe56089266a2c78472224692be10596d37c
118666d5f01a6fb9f4bd8e5a, cn=Bharti Ramchandani
Date: 2024.05.30 16:46:26 +05'30'

Encl.: As above



ANNUAL SECRETARIAL COMPLIANCE REPORT OF UDAYSHIVAKUMAR INFRA LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **UDAYSHIVAKUMAR INFRA LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at **1924A/196, BANASHANKARI BADAVANE, NEAR NH-4 BYPASS DAVANGERE KARNATAKA 577005 INDIA**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, We hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2024 ("review period"), complied with the statutory provisions listed hereunder and also that the listed entity has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We, Roshan Raikar (PSC) have examined:

- (a) All the documents and records made available to us and explanation provided by UDAYSHIVAKUMAR INFRA LIMITED ("the listed entity"). The company is listed at BSE Limited and national Stock Exchange of India Limited,
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity is updated as per the provisions of Listing Regulations,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended 31st March 2024 (Review Period) in respect of compliance with the provisions of -

I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under;

II. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – Not applicable during the review period;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Not applicable during the review period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – Not applicable during the review period;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021– Not applicable during the review period;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013– Not applicable during the review period;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ;
- (i) (other regulations as applicable)

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

A. UDAYSHIVAKUMAR INFRA LIMITED The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified ANNEXUE – A to this report,

B. The listed entity has taken the following actions to comply with the observations made in previous reports:

There were no actions which were required from previous report hence the details are not applicable ANNEXUE – B is attached to this report confirming the non – applicability.



I. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI). as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	NA
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES YES	NA
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ▪ The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	YES YES YES	NA

4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	NA
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company does not have any subsidiary company.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	NA
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	NA
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	YES YES	The Company has obtained prior approval of 'Audit Committee for all related party Transactions.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR	YES	NA

	Regulations, 2015 within the time limits prescribed thereunder.		
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	NA
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	NA	NA
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section VD of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	NA
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	NA
	Note - As per Regulation 25(2A) of SEBI LODR Regulations, 2015, The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. The company had proposed Ordinary resolution instead of Special Resolution in case of Mr. Matada Shivalingaswamy but special resolution was passed in the general meeting. Further Director has resigned w.e.f. 29.05.2024		

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Name of the Practicing Company Secretary:



Roshan R Raikar

FCS No.:10814 CP No. :12146

UDIN: F010814F000481625

PR No. : 3275/2023

Date: 30/05/2024

ANNEXURE A

ANNUAL SECRETARIAL COMPLIANCE REPORT OF UDAYSHIVAKUMAR INFRA LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2024

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisor y/ Clarific ation/ Fine/Sh ow Cause Notice/ Warnin g, etc.					

Name of the Practicing Company Secretary:

Roshan R Raikar

FCS No.:10814

CP No. :12146

UDIN: F010814F000481625

PR No. : 3275/2023

Date: 30/05/2024

ANNEXURE B

ANNUAL SECRETARIAL COMPLIANCE REPORT OF UDAYSHIVAKUMAR INFRA LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2024

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisor y/ Clarific ation/ Fine/Sh ow Cause Notice/ Warnin g, etc.					

The listed entity has taken the following actions to comply with the observations made in previous reports

Name of the Practicing Company Secretary:



Roshan R Raikar

FCS No.:10814

CP No. :12146

UDIN: F010814F000481625

PR No. : 3275/2023

Date: 30/05/2024