

**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  
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Date: 30.09.2024

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,

**Sub: Submission of the proceedings of the Outcome of the 05<sup>th</sup>Annual General Meeting (“AGM”) of the Company, pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015:**

Dear Sir/Ma’am,

Pursuant to the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), we hereby submit a copy of the proceedings of the 05<sup>th</sup>AGM of the Company was held on Monday, 30<sup>th</sup> day of September, 2024 at 03:00 P.M. (“IST”) at the registered office of the Company at 1924A/196, Banashankari Badavane, Near Nh-4 Bypass Davangere Karnataka India- 577005.

Please take the same on your records and oblige.

Thanking you,

Yours faithfully,  
For **Udayshivakumar Infra Limited**

**Bharti Ramchandani**  
Company Secretary FCS - 11651

## **PROCEEDINGS OF THE 05TH ANNUAL GENERAL MEETING:**

**PROCEEDINGS OF THE 05TH ANNUAL GENERAL MEETING OF UDAYSHIVAKUMAR INFRA LIMITED HELD ON MONDAY THE 30TH DAY OF SEPTEMBER 2024, AT 03:00 P.M., AT THE REGISTERED OFFICE OF THE COMPANY AT 1924A/196, BANASHANKARI BADAVANE, NEAR NH-4 BYPASS DAVANGERE KARNATAKA INDIA- 577005.**

### **PRESENT:**

#### **MEMBERS OF THE BOARD:**

Mr. Udayshivakumar	Chairman and Managing Director
Mrs. Amrutha	Non-Executive –Non Independent Director
Ms. Manjushree Shivakumar	Executive Director
Mrs. Ragini Kamal Chokshi	Non-Executive - Independent Director
Mrs. Amruta Ashok Tarale	Non-Executive - Additional Independent Director
Mr. Matada Shivalingaswamy	Non-Executive –Additional Independent Director

#### **CHAIRMAN OF THE COMMITTEES:**

Mrs. Ragini Chokshi	Audit Committee Nomination & Remuneration Committee
Mrs. Amruta Ashok Tarale	Stakeholders Relationship Committee
Ms. Manjushree Shivakumar	Risk Management Committee
Mr. Udayshivakumar	Corporate Social Responsibility Committee

#### **KEY MANAGERIAL PERSONNEL:**

Mr. Sheetalkumar Mohanrao Kodachawad	Chief Financial Officer
Mrs. Bharti Ramchandani	Company Secretary & Compliance officer

#### **AUDITORS:**

Mr. Roshan Raikar	Representative of Roshan Raikar & Associates, Practicing Company Secretary
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#### **SCRUTINIZER:**

Roshan Raikar & Associates, Practicing Company Secretary

Total details of number of members present physically for the Annual General Meeting were 39

## **I. CHAIRMAN OF THE MEETING**

Ms. Manjushree proposed Mr. Udayshivakumar as the chairman of the meeting and Mr. Udayshivakumar took the chair and presided over the meeting. Udayshivakumar Chairman welcomed all the members at the 05<sup>th</sup>AGM of the company and introduced the directors on the dais.

## **II. QUORUM**

Ascertaining presence of requisite quorum namely presence of not less than 30 members personally present, the chairman initiated the proceedings of the meeting.

## **III. INSPECTION OF STATUTORY BOOKS OF THE MEMBERS**

The chair declared that all statutory books. Certificates, Reports and Register of proxies were placed on the table and were open for inspection by the members.

## **IV. LEAVE OF ABSENCE TO THE AUDITORS**

The chair drew members' attention to the fact that he has received a letter from NBT & CO., expressing their inability to attend this Annual General Meeting because of preoccupancy. The Chair therefore, with the permission of the members present granted leave of absence to the auditors from attending this Annual General Meeting.

## **V. PROCEEDINGS:**

The chairman then informed that the notice of 05<sup>th</sup>AGM along with the copies of the audited accounts for the year ended 31<sup>st</sup>March, 2024 together with Directors Report and Auditors reports were uploaded on the company's website within statutory period. Securities and Exchange Board of India (SEBI) has issued certain relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, requirement of sending physical copies of annual report to shareholders are dispensed with for listed entities who conduct their AGM till 30<sup>th</sup> September, 2025.

Mrs. Bharti Ramchandani, Company secretary read out the Notice convening the 05<sup>th</sup>Annual General Meeting. She then informed the members that, there were 6 resolutions to be passed at the 05<sup>th</sup>AGM and ordered poll on all the 6 resolutions. She also informed that the poll shall be concluded at the closure of the meeting.

The Chairman read the Annual Report and then invited queries from the members present on Directors' Report, Accounts, Auditors' Report and Secretarial Audit Report but there were no queries.

The Chairman thereafter requested Mr. Roshan Raikar, the Practicing Company Secretary (Membership No: 12146) to act as scrutinizer, for conducting the e-voting and poll process in a fair and transparent manner and submit his report. He then advised Mrs. Bharti Ramchandani , Company Secretary to take the members through poll process.

Mrs. Bharti Ramchandani Company Secretary briefed the members about the poll process.

She then informed the shareholders that, pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the companies (Management and Administrative) Rules, 2014 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 the company has extended the e-voting facilities to the members of the company through NSDL to vote on all resolutions proposed to be passed at the 05<sup>th</sup>AGM.

She further informed that the e-voting was commenced from Friday the 27<sup>th</sup> September, 2024 at 09.00 A.M. and ends on Sunday the 29<sup>th</sup> September, 2024 at 05:00 pm. The members as on cut of date i.e. Monday the 23<sup>rd</sup> September, 2024 were eligible to participate in e-voting process.

Mrs. Bharti Ramchandani conducted the poll for voting to enable the members of the company who were present in person and through proxy at the 05<sup>th</sup>AGM and who have not exercised their right to vote through e-voting process. Accordingly, Mrs. Bharti Ramchandani Company Secretary and Mr. Sheetalkumar Mohanrao Kodachawad ,CFO made arrangement for ballot box and circulation of ballot papers amongst the members present at the meeting. The poll was conducted in accordance with the provisions of law i.e. it was ascertained that those members who are present at the meeting and who have not voted on any resolutions under e voting and they were allowed to vote on all items on the agenda of the 05<sup>th</sup>Annual General Meeting. After conduct of the poll through physical ballot, the ballot box was handed over to Mr. Roshan Raikar. The Chairman waited for the scrutinizers' report on E-voting and insta-Poll at the meeting.

Mrs. Bharti Ramchandani informed the members that, the combined results of the e-voting and instapoll conducted at the AGM as be submitted by the scrutinizer, shall be intimated to the stock exchange within 2 working days from Conclusion of AGM and the same will be posted on the Company's Website. She then handed over the dais back to the chairman.

The Chairman Mr. Udayshivakumar ,Managing Director made presentation on the company to the shareholders including entering into hybrid annuity method (HAM) projects. He further explained the business prospects. We wish to intimate the following items stated in the notice were placed before the members for voting at the AGM.

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**AS ORDINARY BUSINESS:**

- 1.To receive, consider and adopt the Audited Financial Statements as at 31st March, 2024 and the reports of the Board of Directors and Auditors thereon.
- 2.To appoint a Director in place of Mrs. Amruta(DIN: 07774973) who retires by rotation and being eligible, offers herself for re-appointment.

**AS SPECIAL BUSINESS**

3. Ratification of remuneration payable to Cost Auditors of the Company
4. Appointment of Mr. Matada Shivalingaswamy as an Independent Director of the Company
5. Appointment of Mrs. Amruta Ashok Tarala as an Independent Director of the Company
6. Ratification/Approval of Related Party Transactions

The Chairman thereafter declared the proceedings of the 05<sup>th</sup>AGM as closed at 4:15P.M.

The Chairman informed the Members that the consolidated results of remote e-voting and poll conducted at the Annual General Meeting would be declared on or before 04th October, 2023. The Chairman authorized the Company Secretary to declare the results of voting and place the same on the websites of the Stock Exchanges and of the Company.

You are requested to take the same on your record.

Thank you

FOR UDAYSHIVAKUMAR INFRA LIMITED.

BHARTI RAMCHANDANI

Company Secretary

FCS - 11651