

UDAYSHIVAKUMAR INFRA LIMITED
(Formerly known as UDAYSHIVAKUMAR INFRA PRIVATE LIMITED)
**Registered office: 1924A/196, BanashankariBadavane,
Near Nh-4 Bypass Davangere Karnataka India- 577005**



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Date: 30.09.2023

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 04th 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 04th AGM of the Company was held on Saturday, 30th day of September, 2023 at 03:30 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,

For Udayshivakumar Infra Limited.

Bharti Ramchandani

Company Secretary

FCS - 11651

PROCEEDINGS OF THE 04TH ANNUAL GENERAL MEETING:

PROCEEDINGS OF THE 04TH ANNUAL GENERAL MEETING OF UDAYSHIVAKUMAR INFRA LIMITED HELD ON SATURDAY THE 30TH DAY OF SEPTEMBER 2023, AT 03:30 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
Mr. Kencha Reddy Hanumantha Reddy	Non-Executive - Independent Director
Mr. Chandra Mohan Rajaseka	Non-Executive - Independent Director
Mr. Matada Shivalingaswamy	Non-Executive –Additional Independent Director

CHAIRMAN OF THE COMMITTEES:

Mrs. Ragini Chokshi	Audit Committee Nomination & Remuneration Committee
Mr. Chandra Mohan Rajashekhar	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

AUDITORS:

Representative of M/s. M/s NBT & Co. Chartered Accountants, Statutory Auditors

SCRUTINIZER:

Roshan Raikar & Associates, Practicing Company Secretary

Total details of number of members present physically for the Annual General Meeting were 35

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 04th 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. PROCEEDINGS:

The chairman then informed that the notice of 04th Annual General Meeting along with the copies of the audited accounts for the year ended 31st March, 2023 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 Annual General Meeting till December 31, 2023.

Mrs. Bharti Ramchandani, Company secretary read out the Notice convening the 04th Annual General Meeting. She then informed the members that, there were 5 resolutions to be passed at the 04th Annual General Meeting and ordered poll on all the 5 resolutions. She also informed that the poll shall be concluded at the closure of the meeting.

The Chairman read the Annual Report and Statutory Auditor read their 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 04th Annual General Meeting.

She further informed that the e-voting was commenced from Wednesday the 27th September, 2023 at 09.00 A.M. and ends on Friday the 29th September, 2023 at 05:00 pm. The members as on cut of date i.e. Saturday the 23rd September, 2023 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 04th Annual General Meeting and who have not exercised their right to vote through e-voting process. Accordingly, Mrs. Bharti Ramchandani Company Secretary and Mr. Sheetakumar Mohanrao Kodachawad , Chief Financial Officer 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 04th 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 Annual General Meeting as to be submitted by the scrutinizer, shall be intimated to the stock exchange within 2 working days from Conclusion of Annual General Meeting and the same will be posted on the Company's Website. She then handed over the dais back to the chairman.

The company secretary then invited Mr. Udayshivakumar , Managing Director to make presentation on the company to the shareholders. He explained the business prospects and then handed over the dais to the company secretary.

We wish to intimate the following items stated in the notice were placed before the members for voting at the Annual General Meeting.

AS ORDINARY BUSINESS :

1.To receive, consider and adopt the Audited Financial Statements as at 31st March, 2023 and the reports of the Board of Directors and Auditors thereon.

2.To appoint a Director in place of Ms. Manjushree Shivakumar (DIN: 09597357) who retires by rotation and being eligible, offers herself for re-appointment.

AS SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without Modification the following resolution as Ordinary resolution:

Ratification of remuneration payable to Cost Auditors of the Company

4. To consider and if thought fit, to pass with or without Modification the following resolution as Ordinary resolution:

Appointment of Mr. MATADA SHIVALINGASWAMY as an Independent Director of the Company

5. To consider and if thought fit, to pass with or without Modifications the following resolution as Ordinary resolution:

Ratification/Approval of Related Party Transactions

The Chairman thereafter declared the proceedings of the 04th Annual General Meeting as closed at 04: 21 P.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