

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



CIN: U45309KA2019PLC130901  
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Date: 05.09.2023

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

Dear Sir,

**Sub: Outcome of Board Meeting held on 05<sup>th</sup> September, 2023**

Pursuant to the provisions of Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the meeting of the Board of Directors of the Company was held today i.e. **Tuesday, 05<sup>th</sup> September 2023, which commenced at 03:30 P.M.** and concluded at **06.30 P.M.**

**In the said meeting, the following agenda as were approved by the Board, amongst other things:**

**1. Appointment of Additional Independent Director:**

Based on recommendation of Nomination and Remuneration Committee, Board has approved appointment of Mr. Matada Shivalingaswamy (DIN: 10283087) as an Independent Director for a term of five years (5) w.e.f September 05, 2023 and other requisite approval and permission as applicable in accordance with the provisions of Companies Act 2013.

**2. Appointment of Cost Auditor:**

On recommendation of Audit Committee Meeting held on 05<sup>th</sup> September 2023, **M/s MURTHY & CO. LLP**, Cost Accountants appointed as the Cost Auditor of the company to conduct the Cost Audit for the financial year 2023-2024.

**3. Appointment of Internal Auditor of the Company:**

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended this is to inform you that Board of Directors has approved the appointment of **Mr. Shivakumar K (CGMPS0931C)** having as Internal Auditors of the Company for Financial Year 2023-24 in their meeting held on 05<sup>th</sup> September, 2023.

**4. Appointment of Secretarial Auditor:**

The Board have approved the appointment of the Secretarial Auditor, Roshan Raikar & Associates Company Secretary in Practice, of 198/11, Khanapur Cross Road, Tilakwadi, Belgaum-590006 for the Financial Year 2023-

2024 in accordance with Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules.

**5. Scrutinizer for AGM:**

Board discussed About the Scrutinizer Mr. ROSHAN RAIKAR Practicing Company Secretary.

**6. Approval of reconstitution of Committees of Board of Directors:**

Consequent to the changes in the Composition of Board of Director of the Company, the Board of Directors have approved the reconstitution of certain committees of the BOD with effect from 05th September,2023 as under –

1. The BOD has reconstituted the **Audit Committee** as under:

<b>Name of the Director</b>	<b>Category of Directorship</b>
Mrs. Ragini Chokshi -(Member)	Independent Director (Chairperson)
Ms. Manjushree Shivkumar- (Member)-	Executive Director
Mr. Chandra Mohan Rajsekar -(Member)	Independent Director
Mr. Matada Shivalingaswamy-(Member)	Independent Director

2. The BOD has reconstituted the **Nomination, Remuneration and Compensation Committee** as under:

<b>Name of the Director</b>	<b>Category of Directorship</b>
Mrs. Ragini Chokshi -(Member)	Independent Director (Chairperson)
Mrs. Amruta -(Member)	Non- Executive Director
Mr. K Hanumantha Reddy- (Member) -	Independent Director
Mr. Matada Shivalingaswamy-(Member)	Independent Director

3. The BOD has reconstituted the **Stakeholder Relationship Committee** as under:

<b>Name of the Director</b>	<b>Category of Directorship</b>
Mr. Chandra Mohan Rajsekar -(Member)	Independent Director (Chairperson)
Mrs. Ragini Chokshi -(Member)	Independent Director
Mr. K Hanumantha Reddy- (Member) -	Independent Director
Ms. Manjushree Shivkumar- (Member)-	Executive Director
Mr. Matada Shivalingaswamy-(Member)	Independent Director

4. The BOD has reconstituted the **Risk Management Committee** as under:

<b>Name of the Director</b>	<b>Category of Directorship</b>
Ms. Manjushree Shivakumar- (Member)-	Executive Director (Chairperson)
Mr. Udayshivakumar- (Member)	Managing Director
Mr. Chandra Mohan Rajsekar) - (Member)	Independent Director
Mr. Matada Shivalingaswamy-(Member)	Independent Director

5. The BOD has reconstituted the **Independent Directors Committee** as under:

<b>Name of the Director</b>	<b>Category of Directorship</b>
Mr. K Hanumantha Reddy- (Member) -	Independent Director
Mrs. Ragini Chokshi -(Member)	Independent Director
Mr. Chandra Mohan Rajsekar) - (Member)	Independent Director
Mr. Matada Shivalingaswamy-(Member)	Independent Director

**7. Audited Financial for the year ended 31st March, 2023:**

Audited Financial for the year ended 31st March, 2023.

**8. Approval of Directors Report and Annual Report:**

The notice for the AGM along with the Explanatory statement, Directors Report and Corporate Governance Report, Book closures dates and the related matters concerning the AGM were approved by the Board of Directors.

**9. Approval of AGM Notice:**

**Board has approved Notice of AGM.**

The 04th Annual General Meeting (AGM) of the members of the Company will be held on Saturday, 30th September 2023 at 03.30 P.M. with the applicable provisions of the Companies Act, 2013, Rules framed thereunder and SEBI Listing Regulations read with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The AGM will be held to seek consent of the shareholders for the following matters:

**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.

**SPECIAL BUSINESS:**

3. Ratification of remuneration payable to Cost Auditors of the Company
4. Re-appointment of Mr. MATADA SHIVALINGASWAMY as an Independent Director of the Company
5. Ratification/Approval of Related Party Transaction

We hereby request you to take the above information on record.

Thanking you,

Yours faithfully,  
For **Udayshivakumar Infra Limited**

**Bharti Ramchandani**  
**Company Secretary**  
**FCS 11651**  
**Ph: 8884990800**