

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: L45309KA2019PLC130901
Website: www.uskinfra.com

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

Date: 05.09.2024

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 05th September, 2024

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. **Thursday, 05th September 2024, which commenced at 11:00 A.M.** and concluded at **07.10 P.M.**

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

1. Appointment of Cost Auditor:

On recommendation of Audit Committee Meeting held on 05th September 2024, **M/s MURTHY & CO. LLP**, Cost Accountants appointed as the Cost Auditor of the company to conduct the Cost Audit for the financial year 2024-2025.

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

S.No.	Particulars	Information of such event
1.	Reason for Change Viz., appointment, Resignation, removal, death or otherwise;	Appointment of M/s MURTHY & CO. LLP, Cost Accountants
2.	Date of Appointment/ cessation(as applicable) & terms of appointment	05.09.2024 Terms of appointment: Conduct Cost Audit for Financial Year 2024 – 2025.
3.	Brief profile (in case of appointment)	Name of Auditor: M/s MURTHY & CO. LLP, Cost Accountants is firm of cost auditors. Office Address: #8, 1st Floor, 4th Main Road, Chamarajpet, Bengaluru, Karnataka 560018 Email: murthycollp@yahoo.in

		Field of Experience: experience of years and having expertise in Cost Audit, Introduction of Cost Auditing system and related matters. Terms of appointment: Conduct Cost Audit for Financial Year 2024 – 2025.
4.	Disclosure of relationships Between directors (in case of appointment of a director).	None

2. 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 2024-25 in their meeting held on 05th September, 2024.

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circular No. CIR/CFD/ CMD/4/2015 dated 9th September, 2015

S.No.	Particulars	Information of such event
1.	Reason for Change Viz., appointment. Resignation, removal, death or otherwise;	Appointment of Internal Auditor
2.	Date of Appointment/ cessation (as applicable) & terms of appointment	05.09.2024 Terms of appointment: Conduct of Internal Audit for Financial Year 2024 – 2025.
3.	Brief profile (in case of appointment)	Name of Auditor: Mr. Shivakumar K holder of PAN (CGMPS0931C) is having 10 years plus experience in accounting, taxation, audit and related services. He is based in Davanagere, Karnataka Terms of appointment: Conduct Internal Audit for Financial Year 2024 – 2025.
4.	Disclosure of relationships between directors (in case of appointment of a director).	None

3. 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 2024- 2025 in accordance with Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules.

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circular No. CIR/CFD/ CMD/4/2015 dated 9th September, 2015

S.No.	Particulars	Information of such event
1.	Reason for Change Viz., appointment. Resignation, removal, death or otherwise;	Appointment of Roshan Raikar & Associates, Practicing Company Secretary as Secretarial Auditors
2.	Date of Appointment/cessation(as applicable) & terms of appointment	05.09.2024 Roshan Raikar & Associates ,Practicing Company Secretaries is appointed as Secretarial Auditor of the Company for conducting audit for financial year 2024-2025
3.	Brief profile (in case of appointment)	Name of Auditor: Roshan Raikar & Associates Office Address: 198/11, Khanapur Cross Road, Tilakwadi, Belgaum-590006 Email: csroshanraikar@gmail.com Field of Experience: Having good working experience and proficiency in all matters related to company law, SEBI and various other business laws for more than 9 years. Terms of appointment: Conduct Secretarial Audit for Financial Year 2024 – 2025. About the auditor: Roshan Raikar & Associates (FCS) is a Fellow Member of The Institute of Company Secretaries of India (ICSI). Having good working experience and proficiency in all matters related to company law, SEBI and various other business laws and have command over compliance management with respect to statutory reporting and other statutory requirements.
4.	Disclosure of relationships between directors (in case of appointment of a director).	None

4. Scrutinizer for AGM:

Board has approved appointment of Scrutinizer Mr. ROSHAN RAIKAR Practicing Company Secretary for 05th Annual General Meeting of the Company.

5. Appointment of Independent Directors:

Board has approved the appointment of MRS. AMRUTA ASHOK TARALE (DIN: 10707437) and Mr. MATADA SHIVALINGASWAMY (DIN:10283087) as independent Directors of the Company .

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circular No. CIR/CFD/ CMD/4/2015 dated 9th September, 2015

S.No.	Particulars	Information of such event
1.	Reason for Change Viz.,appointment. Resignation,removal, death or otherwise;	Appointment of Mr. MATADA SHIVALINGASWAMY (DIN:10283087)
2.	Date of Appointment/cessation(as applicable) & terms of appointment	05.09.2024
3.	Brief profile (in case of appointment)	He has over 25 years of experience of working in banking sector. He is Retired General manager Of Davengere Harihar Urban Co-Op Bank Ltd.
4.	Disclosure of relationships between directors (in case of appointment of a director).	None
5.	Information as required under circular NSE/CML/2018/24 issued by NSE	Mr. Matada Shivalingaswamy is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

S.No.	Particulars	Information of such event
1.	Reason for Change Viz.,appointment. Resignation,removal, death or otherwise;	Appointment of Mrs. Amruta Ashok Tarale (DIN: 10707437)
2.	Date of Appointment/cessation(as applicable) & terms of appointment	05.09.2024
3.	Brief profile (in case of appointment)	Qualified Company Secretary from Institute of Company Secretaries of India. She has 8.5 years of corporate experience as key managerial person, handling the listing compliances for the company listed with Bombay Stock Exchange (BSE) and to ensure corporate governance is promoted and maintained, so that the company operates efficiently and in accordance with all statutory and legal provisions. Currently working as Key managerial person for Bemco Hydraulics Limited, a Company listed at Bombay Stock Exchange.
4.	Disclosure of relationships between directors (in case of appointment of a director).	None
5.	Information as required under circular NSE/CML/2018/24 issued by NSE	Mrs. Amruta Ashok Tarale (DIN: 10707437) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

7. 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 Board of Directors with effect from 05th September,2024 as under –

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

Name of the Director	Category of Directorship
MRS. RAGINI CHOKSHI -(CHAIRPERSON)	INDEPENDENT DIRECTOR
MRS. AMRUTA ASHOK TARALE - (MEMBER)-	INDEPENDENT DIRECTOR
MR. MATADA SHIVALINGASWAMY -(MEMBER)	INDEPENDENT DIRECTOR
MS. MANJUSHREE SHIVAKUMAR -(MEMBER)	EXECUTIVE DIRECTOR

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

Name of the Director	Category of Directorship
MRS. RAGINI CHOKSHI -(CHAIRPERSON)	INDEPENDENT DIRECTOR
MRS. AMRUTA ASHOK TARALE - (MEMBER)-	INDEPENDENT DIRECTOR
MR. MATADA SHIVALINGASWAMY -(MEMBER)	INDEPENDENT DIRECTOR
Mrs. AMRUTA -(MEMBER)	NON- EXECUTIVE DIRECTOR

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

Name of the Director	Category of Directorship
MRS. AMRUTA ASHOK TARALE - (CHAIRPERSON)	INDEPENDENT DIRECTOR
MRS. RAGINI CHOKSHI -(MEMBER)	INDEPENDENT DIRECTOR
MR. MATADA SHIVALINGASWAMY -(MEMBER)	INDEPENDENT DIRECTOR
MS. MANJUSHREE SHIVAKUMAR -(MEMBER)	EXECUTIVE DIRECTOR

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

Name of the Director	Category of Directorship
MS. MANJUSHREE SHIVAKUMAR- (CHAIRPERSON)	EXECUTIVE DIRECTOR
MR. UDAYSHIVAKUMAR- (MEMBER)	MANAGING DIRECTOR
MRS. AMRUTA ASHOK TARALE - (MEMBER)-	INDEPENDENT DIRECTOR
MR. MATADA SHIVALINGASWAMY -(MEMBER)	INDEPENDENT DIRECTOR

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

Name of the Director	Category of Directorship
MRS. RAGINI CHOKSHI -(CHAIRPERSON)	INDEPENDENT DIRECTOR
MRS. AMRUTA ASHOK TARALE - (MEMBER)-	INDEPENDENT DIRECTOR
MR. MATADA SHIVALINGASWAMY -(MEMBER)	INDEPENDENT DIRECTOR

8. Audited Financial for the year ended 31st March, 2024:

Audited Financial for the year ended 31st March, 2024 were placed for discussion which were approved in board meeting held on 30-05-2024.

9. **Secretarial Audit report for the financial year 2023-24 has been taken on record.**

10. Approval of AGM Notice:

Board has approved Notice of AGM.

The 05th Annual General Meeting (AGM) of the members of the Company will be held on Monday, 30th September 2024 at 03.00 P.M. at registered office of the company at 1924A/196, Banashankari Badavane, Near Nh-4 Bypass Davangere Karnataka India- 577005 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, 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.

SPECIAL BUSINESS:

3. Ratification of remuneration payable to Cost Auditors of the Company
4. Appointment of MRS. AMRUTA ASHOK TARALE (DIN: 10707437) as an Independent Director of the Company
5. Appointment of Mr. MATADA SHIVALINGASWAMY (DIN:10283087) as an Independent Director of the Company
6. Ratification/Approval of Related Party Transaction.

11. Project work "Improvements of Water Supply Scheme to Hangal town and providing water supply scheme to Yallapur Town with Bommanahalli pickup dam as source" under AMRUT 2.0 including O&M for a period of 5 years through Design, Build, Operation and Transfer.

12. Bidding won by Joint Ventures and become L1 for the National Highway Project works under EPC mode in the State of Karnataka.

13. Project work "Performance Based Maintenance contract (PBMC) for the stretches from Km.4.627 to 56.30 of NH-52 for the year 2023-24 pertaining to Vijayapura Division in the State of Karnataka

14. 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.

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

Thanking you,

Yours faithfully,
For **Udayshivakumar Infra Limited**

Bharti
Ramchandani

Digitally signed by Bharti
Ramchandani
DN: CN = Bharti Ramchandani, C
= IN, S = Karnataka, O = Personal
Date: 2024.09.03 15:17:03 +05'30'

Bharti Ramchandani
Company Secretary
FCS 11651
Ph: 8884990800