

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
Website: www.uskinfra.com

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

Date: 09.09.2023

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 05th September, 2023

As per mail received from your goodself, we are submitting fresh announcement.

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, 05th 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.

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

Sl.No	Particulars	Information of such event
1.	Reason for Change viz. Appointment, Resignation, Removal, Death or Otherwise	As per Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and relevant rules framed there under, Mr. Matada Shivalingaswamy, be and is hereby appointed as additional director (Non - Executive - Independent Director) of the Company with effect from 05th September,2023
2.	Date of Appointment /-Cessation& Term of appointment	Appointed w.e.f. 05th September,2023 in the category of Non-Executive Independent Director for a period of five years subject to approval of shareholders
3.	Brief Profile	He has over 25 years of experience of working in banking sector. He is Retired General manager Of Davangere Harihar Urban Co-Op Bank Ltd.

4.	Disclosure of relationships	He is not related to any of the Directors on the Board.
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.

2. Appointment of Cost Auditor:

On recommendation of Audit Committee Meeting held on 05th 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.

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	05.09.2023 Terms of appointment: Conduct Cost Audit for Financial Year 2023 – 2024.
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 2023 – 2024.
4.	Disclosure of relationships between directors (in case of appointment of a director).	None

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 05th September, 2023.

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	05.09.2023 Terms of appointment: Conduct of Internal Audit for Financial Year 2023 – 2024.
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 2023 – 2024.
4.	Disclosure of relationships between directors (in case of appointment of a director).	None

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.

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	05.09.2023 Roshan Raikar & Associates , Practicing Company Secretaries is appointed as Secretarial Auditor of the Company for conducting audit for financial year 2023-2024
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.

		<p>Terms of appointment: Conduct Secretarial Audit for Financial Year 2022 – 2023.</p> <p>About the auditor: Roshan Raikar & Associates (FCS) is an 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.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	None

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:

Name of the Director	Category of Directorship
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:

Name of the Director	Category of Directorship
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:

Name of the Director	Category of Directorship
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Mr. Chandra Mohan Rajsekar -(Member) Mrs. Ragini Chokshi -(Member) Mr. K Hanumantha Reddy- (Member) - Ms. Manjushree Shivkumar- (Member)- Mr. Matada Shivalingaswamy-(Member)	Independent Director (Chairperson) Independent Director Independent Director Executive Director Independent Director
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4. The BOD has reconstituted the **Risk Management Committee** as under:

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

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

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

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

Audited Financial for the year ended 31st March, 2023 were placed for discussion which were approved in board meeting held on 30-05-2023.

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. 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, 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

The Schedule of Events for e-voting is as follows: -

Benpose Date for Sending Notice	05/09/2023
Cut Off Date	23/09/2023
Remote e-Voting Start Date	27/09/2023
Remote e-Voting Start Time	09.00 A.M.
Remote e-Voting End Date	29/09/2023
Remote e-Voting End Time	5:00 P.M.
Date of AGM	30/09/2023
Book Closing From	22/09/2023
Book Closing to	30/09/2023
Date of declaration of results	04/10/2023
AGM Start Time	03:30 PM
Scrutinizer login name	Roshan Raikar & Associates
Dividend if any (Rs. Per share & %)	NIL
Contact Person of the company (Coordinating for e-voting)	Bharti Ramchandani
Designation	Company Secretary and Compliance Officer
Contact No.	+91 8884990800
Email address	cs@uskinfra.com

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