

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
Website: www.uskinfra.com

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

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of UDAYSHIVAKUMAR INFRA LIMITED will be held on Monday, the 19th day of May, 2025 at 02:00 P.M. at the Registered Office of the Company situated at 1924a/196, Banashankari Badavane, Near Nh-4 Bypass Na Davangere – 577005, Karnataka, India, to transact the following business:

SPECIAL BUSINESS

1. Approval for Re-Appointment of Mr. Udayshivakumar as Managing Director of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Udayshivakumar (DIN 05326601) as the Managing Director of the Company, made by the Board of Directors of the Company ("the Board"), for a period of five years with effect from November 14, 2024 who shall not be liable to retire by rotation, on the terms and conditions, as set out in the Agreement executed between the Company and Mr. Udayshivakumar (DIN 05326601), with liberty to the Board, to alter and vary the terms and conditions of re-appointment and/or remuneration, subject to the same, in terms of the provisions of Schedule V to the Companies Act, 2013 or any re-enactment(s) or modification(s) thereof.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

2. Approval of Appointment of Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994) as a Non Executive Non Independent Director of the Company

To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or reenactment(s) thereof for the time being in force), the

Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994), who was appointed as an Additional Director in the capacity of Non-executive Non-independent Director with effect from February 20, 2025, who meets the criteria under the Act and the Rules made thereunder and as per Listing Obligations and Disclosure Requirements, Regulation 17 and other applicable laws he holds office up to the date of this Extra Ordinary General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as a Non-executive Non-independent Director of the Company w.e.f. February 20, 2025, and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994), being Non-executive Non-independent Director will be entitled for only sitting fees and shall not be paid any remuneration or profit-related commission.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Approval of Appointment of Mr. Akshay Vijay Raichukar (DIN: 10763512) as an Independent Director of the Company

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules 2014, (hereinafter referred to as “the Rules”) read with Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company (hereinafter referred to as “the Board”), Mr. Akshay Vijay Raichukar (DIN: 10763512) who meets the criteria of independence and who was appointed as an Additional Director of the Company, by the Board, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, with effect from February 20, 2025 to hold office as an Independent Director of the Company, in terms of Rules of Companies Act, 2013 and Listing Obligations and Disclosure Requirements, Regulation 17 and other applicable laws he holds office up to the date of this Extra Ordinary General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold such office for the five consecutive years up to February 19, 2030.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorised to file necessary document(s)/form(s) with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution.”

**By Order of the Board of Directors
For UDAYSHIVAKUMAR INFRA LIMITED**

Sd/-

**UDAYSHIVAKUMAR
Chairman**

DIN: 05326601
1924A/196, BANASHANKARI BADAVANE,
NEAR NH-4 BYPASS DAVANGERE
KARNATAKA 577005

Registered office: 1924A/196, BanashankariBadavane,
Near Nh-4 Bypass Davangere Karnataka India- 577005

**Place: Davanagere
Date: 24th April, 2025**

NOTES:

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 and extant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the special business set out in the notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IF ANY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY’S REGISTERED OFFICE NOT LATER THAN 48 (FORTY-EIGHT) HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of advance notice in writing is given to the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the

process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to the voting that will take place at the EGM through ballot paper.

6. The Register of Members and Share Transfer Books shall be closed from Tuesday, 13th day of May, 2025 to Monday, 19th day of May, 2025 (both days inclusive).
7. As per Regulation 40 of SEBI Listing Regulations, securities of the listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider their holding to be dematerialized to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or MAS SERVICES LIMITED, Registrar and Transfer Agents ("Mas Services"), for assistance in this regard.
8. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolutions/authority, authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Any member proposing to seek any clarification on the accounts is requested to send the queries to the Company at its registered office at least seven days prior to the date of Extra Ordinary General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
10. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements in which Directors are Interested, maintained under section 189 of the Act will be available for inspection by the members at the EGM.
11. In order to enable us to register your attendance at the venue of the Extra Ordinary General Meeting, members are requested to bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Relevant documents referred to in the accompanying Notice, are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
14. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the meeting.

Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with the Company's Registrar and Transfer Agent, MAS SERVICES LIMITED in respect of shares held in physical form.

15. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Mas services in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to inform Mas services immediately of the change in residential status on return to India for permanent settlement.

- (d) Register their email address and changes therein from time to time with Mas services for shares held in physical form and with their respective Depository Participants for shares held in demat form.
 - (e) Quote their DP ID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, MAS SERVICES LIMITED.
16. Members may also note that the Notice of the Extra Ordinary General Meeting will be available on the Company's website <https://www.uskinfra.com/>
 17. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to specify nominations in respect of the Equity Shares held by them, in physical form. Members desirous of specifying nominations may procure the prescribed form from the Registrar & Share Transfer Agents Mas Services Limited and have it duly filled and sent back to them.
 18. In support of the Green initiative by Ministry of Corporate Affairs and pursuant to section 101 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 electronic copy of the Notice of Extra Ordinary General Meeting is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same.
 19. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.
 20. Information required under Regulation 36 of SEBI Listing Regulations in respect of Directors seeking Appointment/Reappointment at the Extra Ordinary General Meeting is furnished as Annexure I to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and the rules made thereunder.
 21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat account(s). Members holding shares in physical form can submit their PAN to the Company/ MAS SERVICES LIMITED.
 22. The Board of Directors of the Company has appointed Company Secretary Roshan Raikar as the Scrutinizer to scrutinize the remote e-voting process and poll at the Extra Ordinary General Meeting in a fair and transparent manner.
 23. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Monday, 12th May 2025.
 24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or poll at the Extra Ordinary General Meeting.
 25. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9:00 A.M. (IST) on Friday 16th May, 2025.

End of remote e-voting: At 5:00 P.M. (IST) on Sunday 18th May, 2025.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.

The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

The facility of voting through ballot paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right of voting at the meeting.

26. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting will, within the prescribed time, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <https://www.uskinfra.com/> and on the website of NDSL the results shall simultaneously be communicated to the Stock Exchanges.

27. General:

The Scrutinizer shall immediately after the conclusion of voting at the Extra Ordinary General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make within the prescribed time, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

Members who do not have access to remote e-voting facility have been additionally provided with the facility of voting by way of Ballot Form during the meeting. The facility for physical voting shall be made available at the Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

A member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot will be treated as invalid.

Members have the option to request for physical copy of Ballot Form by sending an e-mail to cs@uskinfra.com by mentioning their Folio / DP ID and Client ID.

The results declared along with the Scrutinizer's Report will be posted on the Company's website.

28. Route map and prominent land mark for easy location of the venue of the Meeting are attached herewith in terms of Secretarial Standards 2 (SS-2).
29. Members are requested to take note that, in compliance with the relevant circulars, the Notice of the Extra Ordinary General Meeting, are being sent to all the Members of the Company only in electronic mode to those members whose email address is registered with the Company/ Depository Participant(s)/Registrar and Transfer agents. The requirements of sending physical copy of aforesaid documents has been dispensed with vide MCA & SEBI Circulars. The aforesaid documents will also be available on the Company's website at www.uskinfra.com under section Investors, on the website of BSE at www.bseindia.com, on the website of NSE at www.nseindia.com and on the website of Company's Registrar and Transfer Agent, <https://www.masserv.com/>

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

The remote e-voting period begins on Friday, 16th day of May, 2025 at 09:00 A.M. and ends on Sunday, 18th day of May, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 12th day of May, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 12th day of May, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login Method for E-Voting For Individual Shareholders Holding Securities In Demat Mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csroshanraikar@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Rakesh Mehta at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@uskinfra.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@uskinfra.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9th, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following Explanatory Statement sets out all material facts relating to the business under items 1 to 3 mentioned in the accompanying notice of the Extra Ordinary General Meeting

Item No. 1: Re-appointment of Mr. Udayshivakumar (DIN – 05326601) as Managing Director of the Company

Mr. Udayshivakumar (DIN – 05326601), was appointed as Managing Director of the Company for a period of five years with effect from January 1, 2020 and the period of his office was suppose to came to an end on December, 31, 2024.

As recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company, re-appointed Mr. Udayshivakumar (DIN – 05326601) as the Managing Director of the Company, by passing unanimous resolution, for a further period of five years with effect from November 14, 2024, subject to the approval of the shareholders in general meeting, taking in to consideration his high qualification, varied experience in the industry, rich knowledge, past performance and the benefit that can be derived by the Company. The Board also took in to consideration the fact of his hard work, long, meritorious and unblemished association with the Company and continuity of decision-making process. Specific notice of the meeting of the Board and the resolution for the re-appointment of the Managing Director to be moved thereat, had been given to all the Directors on the Board.

Mr. Udayshivakumar (DIN – 05326601) has confirmed that he is not disqualified from being re-appointed, in terms of Section 164 of the Companies Act, 2013. He has given his consent to act as the Managing Director of the Company. He satisfies all the conditions as set out in Section 196 (3) of the Companies Act, 2013 and Part I of Schedule V thereof. He is therefore eligible for re-appointment.

The re-appointment of Mr. Udayshivakumar (DIN – 05326601) as Managing Director of the Company has been made subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013.

A brief profile of Mr. Udayshivakumar (DIN – 05326601), is provided in the Annexure to the notice pursuant to the provisions of Secretarial Standard on General Meetings (SS2), issued by the Institute of Company Secretaries of India.

It is proposed to seek members approval for the reappointment to Mr. Udayshivakumar (DIN – 05326601) as Managing Director of the Company in terms of the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder.

Mr. Udayshivakumar (DIN – 05326601) has consented to continue to occupy the position of Managing Director of the Company.

The Company has entered in to an Agreement with Mr. Udayshivakumar (DIN – 05326601), containing the terms and conditions of appointment, which inter alia provides as under

Term of Office

Five years commencing on and from November 14, 2024.

Remuneration

No remuneration, perquisites and other monetary benefits shall be paid to Mr. Udayshivakumar (DIN – 05326601) for rendering services as Managing Director of the Company and his re-appointment as Managing Director shall be without remuneration.

Other Terms

- a. Subject to the superintendence, control and direction of the Board of Directors of the Company, the Managing Director shall be in charge of Operations of Company with substantial powers of management of the affairs of the Company and general conduct, except in the matters which may be specifically required to be done by the Board either under the Companies Act, 2013 or by the Articles of Association of the Company and the Managing Director shall also exercise and perform such powers and duties as the Board of Directors of the Company (hereinafter called the "Board") may from time to time determine and shall subject to such restrictions and limits as may be stipulated by the Board from time to time also do and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.
- b. The Managing Director shall unless prevented by ill-health or disability throughout the said term devote, adequate time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions given and regulations made by the Board and he shall well and faithfully serve the Company and use his best endeavors to promote the interest of the Company.
- c. The Managing Director shall be reimbursed all expenses including traveling, communication and entertainment, incurred by him in connection with the Company's business.
- d. The Managing Director is not liable to retire by rotation, but in future as a Director immediately on expiry of his term on retirement by rotation if any shall continue to hold his office of Managing Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director, notwithstanding anything to the contrary contained herein or in any offer, deed, documents or writings the Managing Director shall ipso facto and immediately cease to be the Managing Director if he ceases to hold office of Director for any cause and in that event he shall not be entitled to any compensation for loss of office.

A statement of information pursuant to Part II of Section II of Schedule V to the Companies Act, 2013 is not applicable as the reappointment of Managing Director is without remuneration.

The Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of re-appointment of Mr. Udayshivakumar (DIN – 05326601).

The copy of the Agreement is open for inspection by any member of the Company without payment of fee, at the registered office of the Company, on all working days, during business hours.

Mr. Udayshivakumar (DIN – 05326601) is not the relative of any other Director on the Board, within the meaning of Section 2 (77) of the Companies Act, 2017 and Rule 4 of the Companies (specifications of Definitions Details) Rules 2014, except Mrs. Amruta (DIN: 07774973) and Ms. Manjushree Shivakumar (DIN: 09597357)

Save and except Mr. Udayshivakumar (DIN – 05326601), Mrs. Amruta (DIN: 07774973) and Ms. Manjushree Shivakumar (DIN: 09597357) and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested financially or otherwise in the aforesaid resolution.

The Board commends the Special Resolution set out at item No. 1 for the approval of the members, in the interest of the Company

Item No. 2: To approve appointment of Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994) as a Non-executive Non independent Director of the Company.

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on February 20, 2025, appointed Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994), aged 68 years as an Additional Director in the capacity of Non-executive Non-independent Director of the Company who shall be liable to retire by rotation subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (iv) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,

The Nomination and Remuneration Committee (“NRC”) recommended the candidature of Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994). In the opinion of the Board, Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994) background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as a Non Executive Director. The Board was satisfied that the appointment is justified due to the following reasons: – He has vast experience of over 35 years working with Public Works Department, Government of Karnataka thus he has deep knowledge and expertise in business operations, risk management, strategy and governance. The resolution seeks the approval of members for the appointment of Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994) as a Non-executive Non-independent Director of the Company who was appointed by board of directors on February 20, 2025 and He shall be liable to retire by rotation.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure of this Notice. In compliance with the provisions of the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994) as a Nonexecutive Non-independent Director of the Company.

No director, key managerial personnel (KMP) or their relatives except Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994), to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2. The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members

Item No. 3: To approve appointment of Mr. Akshay Vijay Raichukar (DIN: 10763512) as an Independent Directors of the Company

The Board of Directors of the Company appointed Mr. Akshay Vijay Raichukar (DIN: 10763512) for five consecutive years from February 20, 2025 till February 19, 2030 as Additional Independent Directors under Section 161 of the Companies Act, 2013 (‘the Act’), to hold office of Independent Director in the Company, in terms of Section 149 (4) of the Act read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 with effect from February 20, 2025 for the first term of five consecutive years, subject to the approval by the Company in general

meeting by special resolution, pursuant to Section 150(2) and his appointment as Directors, under Section 160 of the Act, as he hold office as Additional Director up to the date of this Extra Ordinary General Meeting of the Company as per Listing Obligations and Disclosure Requirements , Regulation 17 and other applicable laws.

The Nomination and Remuneration Committee of the Board considering background, knowledge, experience and evaluation of his past performance and independence, recommended his appointment as Independent Director of the Company.

Mr. Akshay Vijay Raichukar (DIN: 10763512) has furnished to the Company his consent to act as Independent Director in writing in Form DIR 2.

The Company has received due notice in writing from the member under section 160(1) of the Act, proposing the candidature of Mr. Akshay Vijay Raichukar (DIN: 10763512) for the office of Director of the Company.

Mr. Akshay Vijay Raichukar (DIN: 10763512) is eligible for appointment as Independent Director of the Company under Sub-section (6) of Section 149 of Act. He has given declaration to the effect that he meets the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Companies Act, 2013.

The appointee has informed to the Company in Form DIR 8 that he has not incurred disqualification under Section 164 (2) of the Companies Act, 2013.

Mr. Akshay Vijay Raichukar (DIN: 10763512) possess immense knowledge and have varied experience in the areas of industry and commerce. Considering his knowledge, his appointment as Independent Directors will be of immense benefit to the Company. In the opinion of the Board of Directors of the Company, he fulfil the conditions for appointment as Independent Directors as specified in the Act.

Brief resume of Mr. Akshay Vijay Raichukar (DIN: 10763512) nature of his expertise, in specific functional areas is provided in Annexure I to the notice pursuant to the provisions of the Secretarial Standards on General Meetings.

A copy of the draft letter of appointment of Mr. Akshay Vijay Raichukar (DIN: 10763512) , as Independent Director, setting out the terms and conditions is available for inspection by the members at the registered office of the Company during business hours up to the date of the Extra Ordinary General Meeting.

No Director other than Mr. Akshay Vijay Raichukar (DIN: 10763512) is interested in the resolution set out under Item No. 3.

The respective relatives of Mr. Akshay Vijay Raichukar (DIN: 10763512) may be deemed to be interested in the resolutions set out under item 3 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors/Key Managerial Personnel of the Company their relatives are in any way concerned or interested, financial or otherwise in these resolutions.

**By Order of the Board of Directors
For UDAYSHIVAKUMAR INFRA LIMITED**

Sd/-

**UDAYSHIVAKUMAR
Chairman**

DIN: 05326601
1924A/196, BANASHANKARI BADAVANE,
NEAR NH-4 BYPASS DAVANGERE
KARNATAKA 577005

Registered office: 1924A/196, BanashankariBadavane,
Near Nh-4 Bypass Davangere Karnataka India- 577005

**Place: Davanagere
Date: 24th April, 2025**

Annexure I

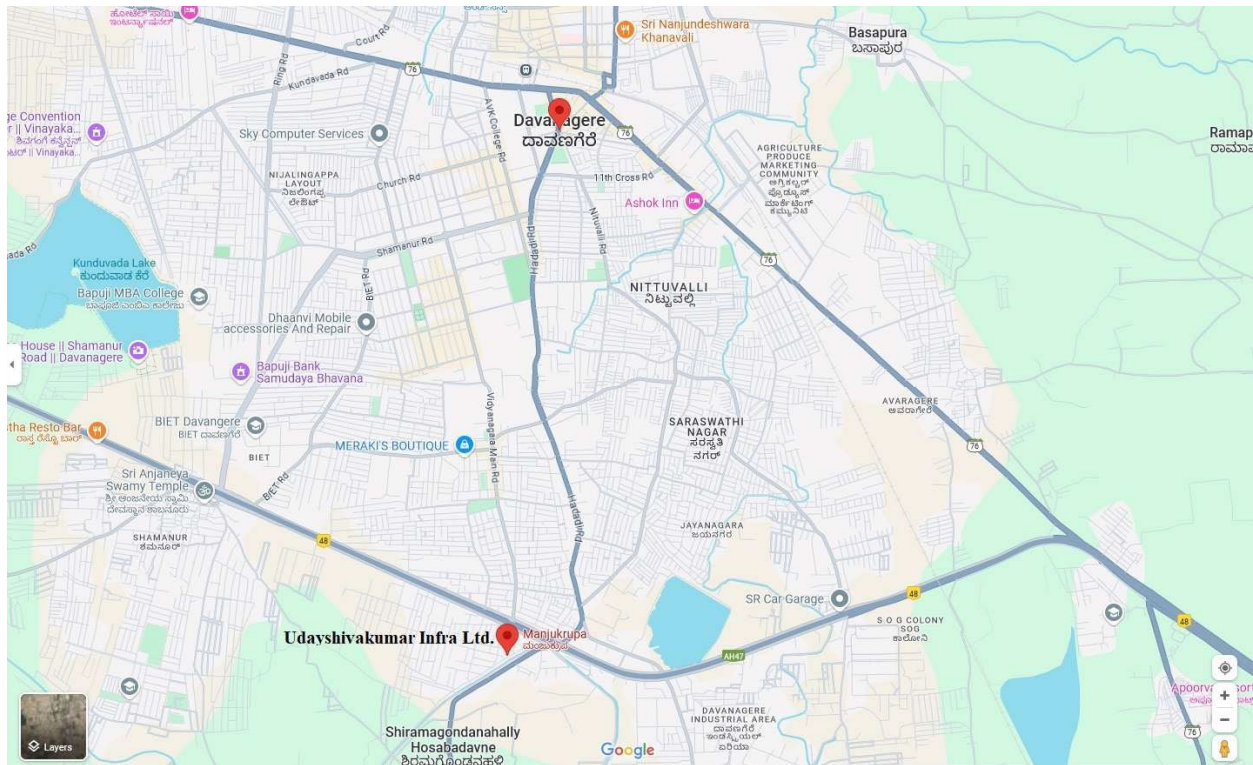
Details of Directors seeking appointment/re-appointment at this Extra Ordinary General Meeting of the Company

[Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.5.2 of Secretarial Standard 2 (SS 2)]

Particulars	Mr. Udayshivakumar (DIN 05326601)	Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994)	Mr. Akshay Vijay Raichukar (DIN: 10763512)
Date of Birth	01-06-1980	01-07-1957	09-02-1992
Date of Appointment / Re-appointment	14-11-2024	20-02-2025	20-02-2025
Qualifications	He holds a doctorate in Social Works Empowerment and Contractor Development from International Global Peace University	Diploma in Civil Engineering	Bachelor of Commerce, Qualified Company Secretary
Expertise in specific functional areas	He has over 20 years of experience in the civil construction sector	He has 35 years of experience working with Public Works Department, Government of Karnataka. Currently is retired as an Executive Engineer from Public Works Department.	He has over 6 years of experience in handling corporate law compliances of various companies with a practicing Company Secretary firm. Currently working as full time employee for Iconark Consultancy Private Limited.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL	NIL	NIL
Directorships held in other private companies	a. USK BROKING PRIVATE LIMITED, b. AAKHAR INFRA PRIVATE LIMITED, c. KALAHALI MARUTHI INDUSTRIES PRIVATE LIMITED,		

	d. AMRUTHA BUILD INFRA PRIVATE LIMITED		
Memberships / Chairmanships of committees of other public companies	NIL	NIL	NIL
Number of shares held in the Company	3,61,27,000	NIL	NIL
Terms and conditions & details of remuneration	He is not liable to retire by rotation. He is seeking reappointment as Managing Director of the Company for term of five years from date of appointment by board of directors i.e November 14,2024.	He is appointed as non executive director liable to retire by rotation in board of directors meeting held on February 20, 2025 . Except sitting fees he shall not be entitled for any other remuneration.	He shall be appointed for the term of five consecutive years w.e.f. February 20, 2025. Except sitting fees he shall not be entitled for any other remuneration.
No. of meetings of the Board attended	6	Nil	Nil
Relationship between Directors inter-se	Husband of Mrs. Amruta (DIN: 07774973) Non-executive Non Independent Director of the Company and Father of Ms. Manjushree (DIN:09597357) executive director of the Company	None	None

LAND MARK – NH – 4 BYPASS , HADADI BRIDGE



ATTENDANCE SLIP – EXTRA ORDINARY GENERAL MEETING

(To be handed over at the entrance of the Meeting Hall)

Number of Shares:

I / We hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held at 1924a/196, Banashankari Badavane, Near Nh-4 Bypass Na Davangere Karnataka 577005 India On Monday 19th May, 2025 At 02.00 P.M.

_____ Name of the Shareholder of the Shareholder(s)/ (in Block Letters) Proxy present	_____ Regd. Folio No (Physical)/ I.D.No.(Demat)	_____ Name of the Proxy (in Block Letters)	_____ Signature or
---	---	--	--------------------------

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

Please complete and sign this attendance slip and handover at the entrance of the meeting hall. Only Shareholder(s) or / their proxy with this attendance slip will be allowed entry to the meeting. Duplicate slips will not be issued at the entrance.

**EXTRA ORDINARY GENERAL MEETING
PROXY FORM (Form No. MGT-11)**

(Pursuant to Section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rule 2014

Name of the Member (s):

Registered Address:

Email ID:

Folio. No./ Client ID and DP ID:

1.Name _____ 2.Name _____ 3.Name _____
Address _____ Address _____ Address _____
E mail Id _____ E mail Id _____ E mail Id _____
Signature _____ or failing him/her Signature _____ or failing him/her Signature _____ or failing him/her

Regd. Folio No (Physical) / I. D. No (Demat) _____ No. of Shares held _____
I /We _____ residing at _____ being a shareholder/(s) of UDAYSHIVAKUMAR INFRA LIMITED hereby appoint _____ of _____ or failing him /her _____ of _____ as my /our Proxy to attend and vote for me/us on my/our behalf at the EXTRA ORDINARY GENERAL MEETING of the company to be held at Banashankari Badavane, Near Nh-4 Bypass Na Davangere Karnataka 577005 India on Monday 19th May, 2025 at 02.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	FOR	AGAINST
AS SPECIAL BUSINESS:			
1.	Approval for Re-Appointment of Mr. Udayshivakumar (DIN – 05326601) as Managing Director of the Company.		
2.	Approval of Appointment of Mr. Kencha Reddy Hanumantha Reddy (DIN: 09690994) as an Non Executive Non Independent Director of the Company		
3.	Approval of Appointment of Mr. Akshay Vijay Raichukar (DIN: 10763512) as an Independent Director of the Company		

Signed this _____ day of _____ 2025

Affix Revenue

Stamp

Note:

- The form should be signed across the stamp as per specimen signature registered with the Company.
- The Proxy form duly completed must be deposited at the office of the Share Transfer Agents of the Company not less than 48 hours before the time fixed for holding the aforesaid meeting.
- The proxy need not be a shareholder of the Company.