

PROCEEDINGS OF THE 06TH ANNUAL GENERAL MEETING:

PROCEEDINGS OF THE 06TH ANNUAL GENERAL MEETING OF UDAYSHIVAKUMAR INFRA LIMITED HELD ON WEDNESDAY THE 20TH DAY OF AUGUST 2025, AT 12:30 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
Ms. Manjushree Shivakumar	Executive Director
Mrs. Amruta Ashok Tarale	Non-Executive - Independent Director
Mr. Matada Shivalingaswamy	Non-Executive –Independent Director
Mr. Akshay Vijay Raichurkar	Non-Executive –Independent Director
Mr. Kencha Reddy Hanumantha Reddy	Non-Executive –Non Independent Director
Mr. Gowdara Timmappa Govindappa	Non-Executive - Independent Director

CHAIRMAN OF THE COMMITTEES:

Mrs. Amruta Ashok Tarale	Audit Committee Nomination & Remuneration Committee
Mr. Akshay Vijay Raichurkar	Stakeholders Relationship Committee & Risk Management Committee
Mr. Udayshivakumar	Corporate Social Responsibility Committee

KEY MANAGERIAL PERSONNEL:

Mr. Sheetalkumar Mohanrao Kodachawad	Chief Financial Officer
Mrs. Sneha Prashant Sawant	Company Secretary& Compliance officer

AUDITORS FOR 2024-2025:

Mr. Roshan Raikar	Representative of Roshan Raikar& Associates, Practicing Company Secretary
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SCRUTINIZER:

Vinita D Modak, Practicing Company Secretary

Total details of number of members present physically for the 06th Annual General Meeting were
32

I. CHAIRMAN OF THE MEETING

Mr. Akshay Raichurkar 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 06th 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. LEAVE OF ABSENCE TO THE AUDITORS

The chair drew members' attention to the fact that he has received a letter from NBT & CO., expressing their inability to attend this Annual General Meeting because of pre occupancy. The Chair therefore, with the permission of the members present granted leave of absence to the auditors from attending this Annual General Meeting.

V. PROCEEDINGS:

The chairman then informed that the notice of 06thAGM along with the copies of the audited accounts for the year ended 31stMarch, 2025 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 AGM till 30th September, 2025.

Mrs. Sneha Prashant Sawant, Company secretary read out the Notice convening the 06th Annual General Meeting. She then informed the members that, there were 6 resolutions to be passed at the 06thAGM and ordered poll on all the 6 resolutions. She also informed that the poll shall be concluded at the closure of the meeting.

The Chairman read the Annual 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 Ms. Vinita D Modak, the Practicing Company Secretary (Certificate of Practice No: 8258) to act as scrutinizer, for conducting the e-voting and poll process in a fair and transparent manner and submit his report. She then advised Mrs. Sneha Prashant Sawant, Company secretary to take the members through poll process.

Mrs. Sneha Prashant Sawant, 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 06th AGM.

She further informed that the e-voting was commenced from Sunday, 17th August, 2025 at 09.00 A.M. and ends on Tuesday, 19th August, 2025 at 05:00 pm. The members as on cut of date i.e. Monday the 13th August 2025 were eligible to participate in e-voting process.

Mrs. Sneha Prashant Sawant, Company secretary conducted the poll for voting to enable the members of the company who were present in person and through proxy at the 06th AGM and who have not exercised their right to vote through e-voting process. Accordingly, Mrs. Sneha Prashant Sawant, Company secretary and Mr. Sheetalkumar Mohanrao Kodachawad ,CFO 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 06thAnnual General Meeting. After conduct of the poll through physical ballot, the ballot box was handed over to Ms. Vinita D Modak. The Chairman waited for the scrutinizers' report on E-voting and insta-Poll at the meeting.

Mrs. Sneha Prashant Sawant, Company secretary informed the members that, the combined results of the e-voting and instapoll conducted at the 06th AGM as be submitted by the scrutinizer, shall be intimated to the stock exchange within 2 working days from Conclusion of AGM and the same will be posted on the Company's Website. She then handed over the dais back to the chairman.

The Chairman Mr. Udayshivakumar, Managing Director made presentation on the company to the shareholders including entering into hybrid annuity method (HAM) projects. He further explained the business prospects. We wish to intimate the following items stated in the notice were placed before the members for voting at the AGM.

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AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2025 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. Ratification of remuneration payable to Cost Auditors of the Company
4. Appointment of Mr. Gowdara Timmappa Govindappa as an Independent Director of the Company.
5. Ratification/Approval of Related Party Transactions

6. Appointment of M/s Vinita D Modak, Company Secretaries as Secretarial Auditor of the Company

The Chairman thereafter declared the proceedings of the 06thAGM as closed at 01.25P.M.

The Chairman informed the Members that the consolidated results of remote e-voting and poll conducted at the 06th Annual General Meeting would be declared on or before 22nd August, 2025. 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.

**UDAYSHI
VAKUMAR**

Digitally signed by UDAYSHIVAKUMAR
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Date: 2025.08.20 19:15:27 +05'30'

**Udayshivakumar
Managing Director
DIN: 05326601**