

**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

**CERTIFIED THAT THE FOLLOWING RESOLUTION WAS PASSED BY THE BOARD OF DIRECTORS MEETING HELD ON MONDAY, 13<sup>th</sup> DAY OF MARCH, 2022 AT THE REGISTERED OFFICE OF THE COMPANY AT 1924A/196, BANASHANKARI BADAVANE, NEAR NH-4 BYPASS DAVANGERE KARNATAKA INDIA- 577005**

**ITEM NO.4: APPROVAL OF PRICE BAND AND MINIMUM BID LOT:**

**RESOLVED THAT** the revised price band advertisement post incorporating changes suggested by the Securities and Exchange Board of India ("SEBI"), required to be issued by the Company, pursuant to Regulation 29 of the SEBI ICDR Regulations, is hereby taken on record.

**RESOLVED FURTHER THAT** the pre-Issue advertisement required to be issued by the Company, pursuant to Regulation 43 of the SEBI ICDR Regulations, is hereby taken on record.

**"RESOLVED FURTHER** that a copy of the above resolution, certified to be true by any director or the company secretary of the Company, be communicated to the BSE Limited, the National Stock Exchange of India Limited and any other regulatory authority as may be required under applicable law through the BRLM to the Issue."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above matters and to settle any difficulty or doubt that may arise in this regard, Mr. Udayshivkumar (DIN: 05326601) Managing Director, and Ms. Manjushree Shivakumar (DIN: 09597357) Executive Director of the company, be and are hereby severally authorized to do all such act(s), deed(s), matter(s) and thing(s) and execute all such documents, instruments and writing as they may in their sole and absolute discretion deem necessary or expedient, including making all necessary filings and intimations to the Registrar of Companies, the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited and other concerned authorities, if any."

**"RESOLVED FURTHER THAT** a copy of the above resolutions, certified by any Director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action."

**ITEM NO.5: APPROVAL OF BID/ ISSUE PROGRAMME WITH RESPECT TO THE INITIAL PUBLIC OFFER OF EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES")**



**“RESOLVED THAT**, in connection with the Issue, the following be as under:

**Bid/Issue Programme**

<b>BID/ ISSUE OPENS ON</b>	Monday, March 20, 2023 <sup>(1)</sup>
<b>BID/ ISSUE CLOSES ON**</b>	Thursday, March 23, 2023 <sup>(2)</sup>

An indicative timetable in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
Bid/ Issue Closing Date	Thursday, March 23, 2023
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Tuesday, March 28, 2023
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Wednesday, March 29, 2023
Applying for trading approval and receiving the trading approval	On or about Wednesday, March 29, 2023
Credit of Equity Shares to demat accounts of Allottees	On or about Friday, March 31, 2023
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Monday, April 3, 2023

**“RESOLVED FURTHER THAT** the Anchor Investor Bid/ Issue Period (as defined in the Red Herring Prospectus) shall be one working day prior to the Bid/ Issue Opening Date i.e. Friday, March 17, 2023.”

**“RESOLVED FURTHER THAT** the above Bid/ Issue Opening Date, Bid/ Issue Closing Date, Anchor Investor Bidding Date be suitably incorporated in the RHP and any other documents as required under applicable laws, Mr. Udayshivkumar (DIN: 05326601) Managing Director, and Ms. Manjushree Shivakumar (DIN: 09597357) Executive Director of the company, be and are hereby authorised to make any changes to the Bid/ Issue programme.”

**“RESOLVED FURTHER THAT** Mr. Udayshivkumar (DIN: 05326601) Managing Director, and Ms. Manjushree Shivakumar (DIN: 09597357) Executive Director of the company, are hereby severally authorised to take necessary actions and execute any documents necessary in this regard and do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the foregoing resolution, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the book running lead managers appointed in this respect.”





**“RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action.”

**ITEM NO.6: APPROVAL OF THE RED HERRING PROSPECTUS**

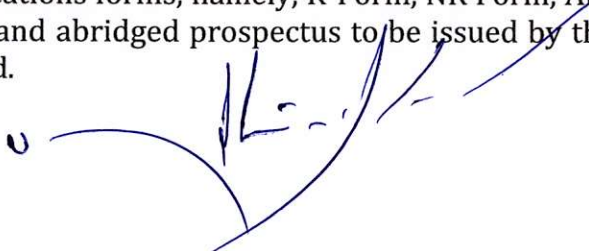
**“RESOLVED THAT,** in furtherance of the resolution passed by the Board on February 23, 2023, March 1, 2023 and March 6, 2023, and the draft of the red herring prospectus dated March 13, 2023 of the Company (“RHP”) which is placed at the meeting and containing the requisite information as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the interim observations from SEBI dated October 12, 2022 and the final observation letter bearing reference no. SEBI/HO/OW/P/1682/2023 dated January 16, 2023 from SEBI, the Companies Act, 2013 read with the rules made thereunder, each as amended, or any statutory modification(s) or re-enactment(s) thereof and other applicable laws and regulations, be and is hereby approved for filing with the regulatory authorities and is taken on record.”

**“RESOLVED FURTHER THAT** Mr. Udayshivkumar (DIN: 05326601) Managing Director, and Ms. Manjushree Shivakumar (DIN: 09597357) Executive Director of the company, be and are hereby severally authorised do all such acts, deeds, matters and things and execute all engagement letters, memoranda of understanding, agreements and such other documents as they may, in their sole and absolute discretion, deem necessary to implement the above resolution in relation to the Preliminary International Wrap, the RHP and the Issue, including but not limited to initialing and/or signing any corrections, changes, updates, deletions, amendments, etc. to the RHP and/or the Preliminary International Wrap as may be required, and to file the RHP with the Registrar of Companies, Bangalore at Karnataka , Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited (collectively the “**Stock Exchanges**”) and other regulatory bodies as may be required, along with submission of material contracts and documents for inspection listed in the RHP, as may be directed by the said authority in accordance with relevant provisions under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Companies Act, 2013 and such other applicable laws.”

**RESOLVED FURTHER THAT,** certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required.”

**ITEM NO.7: APPROVAL OF THE APPLICATION FORMS AND ABRIDGED PROSPECTUS**

**RESOLVED THAT** in accordance with Regulation 34 of the SEBI ICDR Regulations, the applications forms, namely, R-Form, NR Form, Anchor Form, ASBA (R) form, ASBA (NR) form and abridged prospectus to be issued by the Company, be and is hereby taken on record.



**“RESOLVED FURTHER** that a copy of the above resolution, certified to be true by any director or the company secretary of the Company, be communicated to the BSE Limited, the National Stock Exchange of India Limited and any other regulatory authority as may be required under applicable law through the BRLM to the Issue.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above matters and to settle any difficulty or doubt that may arise in this regard, Mr. Udayshivkumar (DIN: 05326601) Managing Director, and Ms. Manjushree Shivakumar (DIN: 09597357) Executive Director of the company, be and are hereby severally authorized to do all such act(s), deed(s), matter(s) and thing(s) and execute all such documents, instruments and writing as they may in their sole and absolute discretion deem necessary or expedient, including making all necessary filings and intimations to the Registrar of Companies, the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited and other concerned authorities, if any.”

**“RESOLVED FURTHER THAT** a copy of the above resolutions, certified by any Director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action.”

**FOR UDAYSHIVAKUMAR INFRA LIMITED**



**Name** UDAYSHIVKUMAR  
**Designation** Managing Director  
**DIN** 05326601  
**Address** # 1924 A/196, Behind Swami Vivekananda  
School Near NH4 Bypass Banashankari  
Badavane Davanagere-577005, KA IN

**Date:** 13<sup>th</sup> March 2023

**Place:** Davanagere