

6. Consent letter

To,
The Board of Directors
Udayshivakumar Infra Limited (the "Company")
1924A/196, Banashankari Badavane,
Near NH-4 Bypass, Davangere – 577 005,
Karnataka, India

Saffron Capital Advisors Private Limited ("Book Running Lead Manager")
605, Center Point, Sixth Floor,
Andheri - Kurla Road, J.B. Nagar, Andheri (East),
Mumbai - 400 059, India

Re: Proposed initial public offering of equity shares of ₹10 each (the "Equity Shares") of Udayshivakumar Infra Limited (the "Company" and such offer, the "Issue"/ "Offer")

Dear Sir(s),

We, N B T and Co, Chartered Accountants, hereby consent include our reports/certificates including Restated Financial Statements comprising the Restated Statement of Assets and liabilities as on September 30, 2022, March 31, 2022, March 31, 2021 and March 31, 2020, the Restated Statements of Profit and Loss and the Restated Cash Flow Statement for the six months period ended September 30, 2022 and financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 and examination report dated February 14, 2023 thereof and Statement of Special Tax Benefits available to Company and its shareholders under the Indian tax laws dated February 23, 2023 in the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") which the Company intends to file with the Registrar of Companies, Bangalore (the "**RoC**") and thereafter file with the Securities and Exchange Board of India (the "**SEBI**") and any relevant stock exchange(s) where the equity shares of the Company are proposed to be listed (the "**Stock Exchanges**"), and in any other document in relation to the Offer (collectively, the "**Offer Documents**").

We also consent to be named as "Statutory Auditors of the Company" and as an "expert" in terms of Section 2(38) and Section 26 and any other applicable provisions of the Companies Act, 2013, as amended, in the Offer Documents.

We confirm that we have subjected ourselves to the peer review process of the Institute of Chartered Accountants of India (the "**ICAI**") and hold a valid Peer Review certificate dated January 3, 2022 issued by the Peer Review Board of the ICAI

The following information in relation to us may be specifically disclosed:

Name: N B T and Co, Chartered Accountants
Address: 201, 2nd Floor, Mahindra M-Space, Off Aarey Road, Next to Meenatai Thackeray Blood Bank, Goregaon (West), Mumbai, Maharashtra - 400104
Tel: +91 809 745 6165
E-mail: OfficeofNbt@nbtco.in / info@nbtco.in
Firm Registration Number: 140489W
Peer Review Certificate Number: 013928

This consent letter may be relied upon by the Company, the Book Running Lead Manager and the legal advisors appointed by the Company in relation to the Issue including for the purposes of uploading on the website of the Company as part of material documents for the Issue.

We also authorise you to deliver a copy of this letter of consent pursuant to the provisions of the Companies Act, 2013 to SEBI, RoC, the Stock Exchanges or any other regulatory authorities as required by law.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Manager until the date when the Equity Shares commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Book Running Lead Manager and the legal advisors, each to the Company and the Book Running Lead Manager, can assume that there is no change to the above information until the Equity Shares commence trading on the relevant stock exchanges pursuant to the Issue.

Yours faithfully,

For N B T and Co
Chartered Accountants
ICAI Firm Registration Number: 140489W

ASHUTOSH BIYANI
Digitally signed
by ASHUTOSH
BIYANI
Date: 2023.02.23
20:32:32 +05'30'

CA. Ashutosh Biyani
Partner
Membership No.: 165017
Place: Mumbai
UDIN: 23165017BGXETE7792
Date: February 23, 2023

