



(Please scan this QR code to view the RHP)

This is an abridged prospectus containing salient features of the red herring prospectus of Udayshivakumar Infra Limited dated March 13, 2023 filed with the Registrar of Companies, Bangalore, Karnataka (the “RHP” or “Red Herring Prospectus”). You are encouraged to read greater details available in the RHP, which is available at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=3&ssid=15&smid=11>. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the RHP.

**THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**



## UDAYSHIVAKUMAR INFRA LIMITED

**Corporate Identity Number:** U45309KA2019PLC130901; **Date of Incorporation:** December 23, 2019

Registered Office	Contact Person	Email and Telephone	Website
1924A/196, Banashankari Badavane, Near NH-4 Bypass, Davangere – 577 005, Karnataka, India.	Sanjeevani Shivaji Redekar, Company Secretary and Compliance Officer	Email: <a href="mailto:cs@uskinfra.com">cs@uskinfra.com</a> Tel: +91 819 229 7009	<a href="http://www.uskinfra.com">www.uskinfra.com</a>

### OUR PROMOTER: UDAYSHIVAKUMAR

#### Details of Issue to Public

Type of Issue	Fresh Issue Size	Offer for Sale size	Total Issued Size	Issue under Regulation 6(1)	Share Reservation among QIBs, NIBs & RIBs		
					QIBs	NIBs	RIBs
Fresh Issue	Up to [●] Equity Shares aggregating up to ₹ 6,600 lakhs	Nil	Up to [●] Equity Shares aggregating up to ₹ 6,600 lakhs	The Company is eligible for the Issue in accordance with Regulation 6(1) of the SEBI ICDR Regulations. For details in relation to share reservation among QIBs, NIBs and RIBs, see “Issue Structure” on page 318 of the RHP.	Not more than 10% of the Issue (of which up to 60% may be allocated to Anchor Investors)	Not less than 30% of the Issue	Not less than 60% of the Issue

The Equity Shares are proposed to be listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (Designated Stock Exchange) (“BSE”, and together with NSE, the “Stock Exchanges”).

### Price Band, Minimum Bid Lot & Indicative Timelines

Price Band	₹ [●] per Equity Share to ₹ [●] per Equity Share of face value of ₹ 10 each.
For details of the Price Band and the Basis for Issue Price, please refer to the price band advertisement and the section titled “Basis for Issue Price” on page 102 of the RHP.	
Minimum Bid Lot Size	[●] Equity Shares
Bid/Issue Opens On	Monday, March 20, 2023 <sup>(1)</sup>
Bid/ Issue Closes On**	Thursday, March 23, 2023 <sup>(2)</sup>
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

<sup>(1)</sup> Our Company, in consultation with the BRLM may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date i.e. Friday, March 17, 2023.

<sup>(2)</sup> Our Company, in consultation with the BRLM may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

\*\* UPI mandate end time and date shall be at 5.00 pm on Bid/Issue Closing Date i.e. Thursday, March 23, 2023.

\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. From the date of receipt of complaint from the Bidder, in addition to the compensation to be paid by the SCSBs as above, the post-Issue BRLM shall be liable for compensating the Bidder at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of on which grievance is received by the BRLM or Registrar until the date on which the blocked amounts are unblocked.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 5,00,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 2,00,000 and up to ₹ 5,00,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

### WEIGHTED AVERAGE COST OF ACQUISITION OF ALL SHARES TRANSACTED IN LAST THREE YEARS, EIGHTEEN MONTHS AND ONE YEAR PRECEDING THE DATE OF THIS RED HERRING PROSPECTUS

Period	Weighted average cost of acquisition per Equity Share (in ₹)*	Upper End of the Price Band is ‘x’ times the weighted average cost of acquisition^*	Range of acquisition price per Equity Share: lowest price – highest price Equity Share (in ₹)*
Last one year	Nil#	[●]	Nil# - Nil#
Last 18 months	Nil#	[●]	Nil# - Nil#
Last three years	Nil#	[●]	Nil# - Nil#

\*As certified by the Statutory Auditor by way of its certificate dated March 13, 2023

^To be updated once the price band information is available

#Acquired as Gift.

**RISKS IN RELATION TO THE FIRST ISSUE**

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Issue Price” on page 102 of this Red Herring Prospectus, and should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 30 of the RHP and on page 9 of this Abridged Prospectus.

**PROCEDURE**

You may obtain a physical copy of the Bid cum Application Form and the RHP from the Stock Exchanges, Syndicate Member, Registrar to the Issue, Registrar and Share Transfer Agents (“RTAs”), Collecting Depository Participants (“CDPs”), Registered Brokers, Banker to the Issue, Investors’ Associations or Self Certified Syndicate Bank(s) (“SCSBs”).

If you wish to know about processes and procedures applicable to the Issue, you may request for a copy of the RHP and/ or the General Information Document from the BRLM or download it from the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), the websites of NSE and BSE at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com), respectively, and the websites of the BRLM at [www.saffronadvisor.com](http://www.saffronadvisor.com).

**PRICE INFORMATION OF BRLM**

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Saffron Capital Advisors Private Limited.

Sr. No.	Issue name	Issue Size (₹ Lakhs)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, +/- % change in closing benchmark		
						30 <sup>th</sup> calendar days from listing	90 <sup>th</sup> calendar days from listing	180 <sup>th</sup> calendar days from listing
1.	DCX Systems Limited <sup>#</sup>	50000.00	207.00	November 11, 2022	286.25	17.10% [0.63%]	-12.56% [-1.83%]	Not Applicable

Source: [www.bseindia.com](http://www.bseindia.com)

<sup>#</sup>BSE as Designated Stock Exchange

**Notes:**

1. Opening price information as disclosed on the website of the Designated Stock Exchange.
2. Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
3. For change in closing price over the closing price as on the listing date, S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
4. In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
5. 30<sup>th</sup> calendar day has been taken as listing date plus 29 calendar days; 90<sup>th</sup> calendar day has been taken as listing date plus 89 calendar days; 180<sup>th</sup> calendar day has been taken as listing date plus 179 calendar days.
6. Not Applicable – Period not completed

2. Summary statement of price information of past issues handled by Saffron Capital Advisors Private Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ Lakhs)	Nos. of IPOs trading at discount on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at discount as on 180 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium as on 180 <sup>th</sup> calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%- 50%	Less than 25%	Over 50%	Between 25%- 50%	Less than 25%	Over 50%	Between 25%- 50%	Less than 25%
2022-2023	1	50000.00	-	-	-	-	-	1	-	-	-	-	-	-
2021-2022	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2020-2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Notes:**

1. Nil – No Issue handled in that financial year.

For further details, please refer to “Other Regulatory and Statutory Disclosures - Price information of past issues handled by the BRLM” on page 309 of the RHP.

<b>BOOK RUNNING LEAD MANAGER</b> <b>SAFFRON CAPITAL ADVISORS PRIVATE LIMITED</b> <b>Telephone: +91 22 4973 0394</b> <b>E-mail: ipos@saffronadvisor.com</b> <b>Investor grievance e-mail: investorgrievance@saffronadvisor.com</b>	
<b>Name of Syndicate Member</b>	Saffron Capital Advisors Private Limited
<b>Name of Registrar to the Issue</b>	<b>MAS Services Limited</b> <b>Tel: +91 112 638 7281/83, 4132 0335;</b> <b>Email: info@masserv.com</b> <b>Investor Grievance Email: investor@masserv.com</b>
<b>Name of Statutory Auditor</b>	N B T and Co, Chartered Accountants
<b>Name of Credit Rating Agency and the rating or grading obtained, if any</b>	Not Applicable
<b>Name of Debenture Trustee</b>	Not Applicable
<b>Self Certified Syndicate Banks ("SCSBs")</b>	The list of SCSBs notified by SEBI for the ASBA process is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> , or at such other websites as may be prescribed by SEBI from time to time.
<b>SCSBs and mobile applications enabled for UPI Mechanism</b>	In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> , updated from time to time.
<b>Syndicate SCSB Branches</b>	In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the Members of the Syndicate is available on the website of the SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&amp;intmId=35</a> , which may be and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&amp;intmId=35</a> or any such other website as may be prescribed by SEBI from time to time.
<b>Non Syndicate Registered Brokers</b>	Bidders can submit ASBA Forms in the Issue using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at is provided on the websites of the BSE and the NSE at <a href="http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?">http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?</a> and <a href="https://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm">https://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm</a> . as updated from time to time. For further details, see section titled "Issue Procedure" beginning at page 321 of the RHP.
<b>Registered Brokers</b>	The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number, and e-mail address, is provided on the websites of BSE and NSE at <a href="http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3">http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3</a> and <a href="http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm">http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm</a> , respectively or such other websites as updated from time to time.
<b>Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable</b>	<p>The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number, and e-mail address, are provided on the websites of BSE and NSE at <a href="http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6">http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6</a> and <a href="http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm">http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm</a>, respectively, or such other websites as updated from time to time.</p> <p>The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE and NSE at <a href="http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6">http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6</a> and <a href="http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm">http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm</a>, respectively, or such other websites as updated from time to time. For further details, see "Issue Procedure" on page 321 of the RHP.</p>

**PROMOTER OF OUR COMPANY**

Sr. No.	Name	Individual / Corporate	Experience & Educational Qualification
1	Udayshivakumar	Individual	He is is the Promoter, Chairman and Managing Director on the Board of our Company. He holds a doctorate in social works empowerment and contractor development from International Global Peace University. He founded the erstwhile sole proprietorship 'M/s Udayshivakumar' in 2002 and has over 20 years of experience in the civil construction sector.

**BUSINESS OVERVIEW AND STRATEGY**

**Company Overview:** Our Company was originally formed as a sole proprietorship under the name of 'M/s Udayshivakumar' at Davangere on August 22, 2002 and was converted into a partnership firm under the name of 'M/s. Udayshivakumar' pursuant to a deed of partnership dated March 31, 2014. The partnership firm was registered under the Indian Partnership Act, 1932 with the Registrar of Firms, Belgaum on April 4, 2014. Further, pursuant to the deed of partnership dated March 8, 2019, the deed of partnership dated March 31, 2014 was reconstituted by amending the existing clauses and inserting new clauses in the deed of partnership. Consequently to the aforesaid amendments a memorandum acknowledging receipt of documents for change in constitution of partnership was issued by Registrar of Firms, Belgaum, on April 3, 2019. Pursuant to deed of partnership dated March 8, 2019 executed between partners of M/s. Udayshivakumar i.e., Udayshivakumar and Amrutha (collectively, "**Partners**"), Partners contributed to share capital of the Company in the proportion of the capital contributed by them in M/s. Udayshivakumar.

Following are the details of the capital contribution of Partners in M/s. Udayshivakumar:

S. No.	Partner	Capital Contribution (in ₹ lakhs)
1	Mr. Udayshivakumar	3,613.50
2	Mrs. Amrutha	36.50
<b>Total</b>		<b>3,650.00</b>

We are a ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 company engaged in the business of construction of roads including National Highways, State Highways, District Roads, Smart Roads under PM's Smart City Mission projects, Smart Roads under Municipal Corporations, Bruhat Bengaluru Mahanagara Palike (BBMP) and Local Area Roads in various Taluka Places etc., in the State of Karnataka, Constructions of Bridges across Major and Minor Rivers, Railway Over Bridges (ROB), construction of Major and Minor Irrigation and canal projects, Industrial Areas, based in the State of Karnataka. We bid for Roads, Bridges, Irrigation & Canals, Industrial Area construction in the State of Karnataka including Government Departments such as Karnataka Public Works Ports & Inland Water Transport Department (KPWP & IWT), National Highways (MORTH), Belgaum Smart City Ltd. and Davangere Smart City Ltd., Bruhat Bengaluru Mahanagara Palike (BBMP), Various Municipal City Corporations, State Highway Development Corporations Ltd., (SHDP), Karnataka Road Development Corporation Ltd., (KRDCL), Karnataka Industrial Area Development Board (KIADB), Davanagere Harihara Urban Development Authority (DHUDA), Krishna Bhagya Jala Nigam Limited (KBJNL), Visvesvaraya Jala Nigam Limited (VJNL), Carvery Niravari Nigam Limited (CNNL), Karnataka Niravari Limited (KNNL), Youth Empowerment & Sports Department, in the State of Karnataka.

**Service Offering:** We, primarily provide Infrastructure construction and civil engineering services for development of (i) Roads, (ii) Bridges, (iii) Irrigation & Canals, (iv) Smart Roads, (v) civil construction works and (vi) Toll Plaza Collections, (collectively, the Services) of Governments funded projects.

**Geographies Served:** Currently, we bid and carried out are projects within the State of Karnataka.

**Key Performance Indicators**

(₹ in lakhs except percentages and ratios)

Key Performance Indicators	Six month period ended September 30, 2022 <sup>#</sup>	March 31, 2022 <sup>#</sup>	March 31, 2021 <sup>#</sup>	March 31, 2020 <sup>#</sup>
Revenue from Operations	10,661.24	18,562.92	21,039.67	19,360.78
Gross Profit <sup>(1)</sup>	1,992.63	3,169.73	2,754.28	2,843.45
Gross Margin <sup>(2)</sup>	18.69%	17.08%	13.09%	14.69%
EBITDA <sup>(3)</sup>	1,731.08	2,488.91	2,363.03	2,506.80
EBITDA Margin <sup>(5)</sup>	16.24%	13.41%	11.23%	12.95%
Profit After Tax for the Year / Period	1,001.95	1,214.81	931.92	1,048.72
PAT Margin <sup>(6)</sup>	9.40%	6.54%	4.43%	5.42%
ROE <sup>(7)*</sup>	12.79%	17.78%	16.59%	22.38%
ROCE <sup>(4)(8)*</sup>	12.62%	20.71%	21.74%	23.91%
Net Debt/ EBITDA <sup>(9)</sup>	1.20	0.45	1.07	1.34

\*Not annualised for the six month period ended September 30, 2022

<sup>#</sup>As certified by the Statutory Auditor vide their certificate dated March 13, 2023.

**Explanation for the Key Performance Indicators**

- Gross Profit is calculated as Revenues from operations less cost of goods sold, whereas cost of goods sold is calculated as sum of opening balance of inventory for the period/year plus cost of material consumed and construction expenses during the period/year less closing balance of inventory for the period/year.
- Gross margin is calculated as Gross Profit as a percentage of Revenue from operations
- EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.
- EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.




5. EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.
6. PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.
7. Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.
8. Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total liabilities less goodwill, other intangible assets, Right-of-use assets and Deferred tax assets (Net), if any, plus total borrowings (including lease liabilities) as at the end of the period/year.
9. Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.

**Client Profile:** Our clients includes Governments departments such as Karnataka Public Works Ports & Inland Water Transport Department (KPWP & IWTD), National Highways (MORTH), Belgaum Smart City Ltd. and Davangere Smart City Ltd., Bruhat Bengaluru Mahanagara Palike (BBMP), Various Municipal City Corporations, State Highway Development Corporations Ltd., (SHDP), Karnataka Road Development Corporation Ltd., (KRDCL), Karnataka Industrial Area Development Board (KIADB), Davanagere Harihara Urban Development Authority (DHUDA), Krishna Bhagya Jala Nigam Limited (KBJNL), Visvesvaraya Jala Nigam Limited (VJNL), Carvery Niravari Nigam Limited (CNL), Karnataka Niravari Limited (KNNL), Youth Empowerment & Sports Department, in the State of Karnataka.

**Industries Served:** Industries Served: Infrastructure industry. For details see “Industry Overview” on page 110 of the RHP.

A break up of the revenue earned from our top five and top ten customers during the six month period ended September 30, 2022 and the fiscal years ended March 31, 2022, March 31, 2021 and March 31, 2020 has been provided below:

Particulars	Six month period ended September 30, 2022		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	Revenue earned (₹ in lakhs)	% of revenue earned	Revenue earned (₹ in lakhs)	% of revenue earned	Revenue earned (₹ in lakhs)	% of revenue earned	Revenue earned (₹ in lakhs)	% of revenue earned
Top five customers	6,865.10	64.39	11,653.69	62.78	13,941.86	66.26	14,237.34	73.54
Top ten customers	9,182.15	86.13	15,130.44	81.51	18,320.68	87.08	16,260.90	83.99

**Intellectual Property, if any:** Our Company has made an applications for registering our name and logo  under the Trade Mark Act, 1999 which are pending as on the date of the Red Herring Prospectus. For further details, see “Government and other Approvals – Intellectual Property” on page 303 of the RHP.

**Manufacturing Plant, if any:** None

**Employee Strength:** As on December 31, 2022, we have 52 full-time employees and 120 on-site workers such as drivers, JCB Operators, helpers etc. For details see ‘Our Business – Employees’ on page 161 of the RHP.

## BOARD OF DIRECTORS

Sr. No.	Name	Designation	Experience & Educational Qualification	Directorships in other companies
1	Udayshivakumar	Chairman and Managing Director	He holds a doctorate in social works empowerment and contractor development from International Global Peace University. He founded the erstwhile sole proprietorship ‘M/s Udayshivakumar’ in 2002 and has over 20 years of experience in the civil construction sector.	EPrayag Software Private Limited.
2	Manjushree Shivakumar	Executive Director	She holds a bachelor’s degree in engineering from Visvesvaraya Technological University. She has been associated with our Company since 2020 in the capacity of a manager in the bidding and tender procurement department and the accounts and finance department and was appointed as an Executive Director with effect from August 30, 2022.	EPrayag Software Private Limited
3	Amrutha	Non-Executive Director	She has been associated with our Company since incorporation and has over six years of experience in human resource management and the civil construction sector.	Nil
4	Kench Hanumantha Reddy	Independent Director	He holds a diploma in civil engineering (general) from the Department of Technical Education, Government of Mysore. He has retired from the position of an assistant executive engineer from Public Works Department and has over three decades of experience in the infrastructure sector.	Nil
5	Chandra Mohan Rajasekar	Independent Director	He holds a bachelor’s degree in technology (civil engineering) from Indira Gandhi National Open University and has attended Karnataka State Open University to pursue a bachelor’s degree in technology (civil engineering). He has over five years of experience in the infrastructure industry and was previously associated with Tahal Consulting Engineers India Private Limited in the capacity of an executive vice president – projects.	Nil
6	Sreenivas Devaggi Janardhanappa	Independent Director	He holds a bachelor’s degree in computer application from Janardan Rai Nagar Rajasthan Vidyapeeth University. He has over six years of experience in the information technology industry.	Nil

Sr. No.	Name	Designation	Experience & Educational Qualification	Directorships in other companies
7	<b>Ragini Kamal Chokshi</b>	Independent Director	She is the founding partner of the M/s. Ragini Chokshi & Co., Company Secretaries and is a practicing company secretary. She attended University of Bombay to pursue bachelor's degree in fine arts. She is a fellow member of the Institute of Company Secretaries of India ("ICSI") and has more than two decades of experience in corporate law consultancy and was awarded a certificate of appreciation by the ICSI for her exceptional contribution towards the growth of the profession of company secretaries, system of peer review at ICSI and for conducting the maximum number of peer review assignments. She was appointed as the chairperson of the Western India Regional Council of ICSI in the year 2014.	i. La Tim Metal & Industries Limited ii. Ajcon Global Services Limited
8	<b>Mangala Radhakrishna Prabhu</b>	Independent Director	She holds a bachelor's degree in commerce, a bachelor's degree in graduation law and a master's degree in commerce from University of Mumbai. She has qualified the examination held for Certified Associate of Indian Institute of Bankers organised by the Indian Institute of Banking and Finance. She is a banker with extensive experience of four decades in corporate credit, foreign exchange, and branch banking. In the past, she has served Union Bank of India for more than three decades, wherein she joined as a cashier and retired in the capacity of a general manager. She is a director on the board of certain listed entities namely, Ladderup Finance Limited, Siyaram Silk Mills Limited, Aspira Pathlab & Diagnostics Limited and Kesoram Industries Limited.	i. Siyaram Silk Mills Limited ii. Kesoram Industries Limited iii. Ladderup Finance Limited iv. Aspira Pathlab & Diagnostics Limited v. Star Agriwarehousing and Collateral Management Limited vi. Agriwise Finserv Limited vii. Fort Finance Limited viii. Star Agriinfrastructure Private Limited ix. Anand Housing Finance Private Limited x. Ladderup Corporate Advisory Private Limited xi. Ladderup Wealth Management Private Limited

For further details in relation to our Board of Directors, see "Our Management" beginning on page 175 of the RHP.

### **OBJECTS OF THE ISSUE**

Our Company proposes to utilize the proceeds from the issue towards funding the following objects and achieve the benefits of listing the Equity Shares on the Stock Exchanges. The Issue comprises of fresh Issue of upto [●] Equity Shares of our Company at an Issue Price of ₹ [●]/- per Equity Share, aggregating upto ₹ 6,600.00 Lakhs by our Company. The proceeds from the Issue after deducting Issue related expenses are estimated to be ₹ [●] Lakhs (the "Net proceeds").

#### **Issue**

Our Company proposes to utilize the Net Proceeds from the Issue towards funding the following objects:

1. Funding incremental working capital requirements of our Company; and
2. General corporate purposes.

(Collectively, referred to herein as the "Objects")

For further details, please see "Issue related expenses" on page 99 of the RHP.

#### **Net Proceeds**

The details of the net proceeds of the Fresh Issue are summarised in the table below:

(₹ in lakhs)

Particulars	Amount
Gross proceeds	6,600
Less: Issue Expense*	[●]
<b>Net Proceeds**</b>	<b>[●]</b>

\*See "Issue Related Expenses" see below

\*\* To be finalised upon determination of the Issue Price and updated in the Prospectus prior to the filing with the RoC.

#### **Requirement of Funds and Utilisation of Net Proceeds**

The Net Proceeds are proposed to be utilized in accordance with the details provided in the following table:

(₹ in lakhs)

Particulars	Amount which will be Financed from Net Proceeds <sup>(1)</sup>
Funding incremental working capital requirements of our Company	4,500
General corporate purposes <sup>(1)</sup>	[●]

<sup>(1)</sup> To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds from the Fresh Issue.

#### **Proposed schedule of Implementation**

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(₹ in lakhs)

S. No.	Particulars	Total Estimated Cost	Amount to be deployed from the Net Proceeds in Fiscal 2023	Amount to be deployed from the Net Proceeds in Fiscal 2024
1.	Funding incremental working capital requirements of our Company	4,500	2,000	2,500
2.	General corporate purposes*	●	●	●
	<b>Total Net Proceeds</b>	●	●	●

\* To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds from the Fresh Issue.

**Means of finance:** The fund requirements for all the Objects of the Issue are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue or through existing identifiable internal accruals.

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public offers / rights issues, if any, of our Company in the preceding 10 years:** Not Applicable.

**Terms of Issuance of Convertible Security, if any:** Not Applicable.

**Name of Monitoring Agency:** Not Applicable

**Shareholding Pattern as on the date of the RHP:**

Category of shareholder	Pre Issue number of Equity Shares	% of the pre-Issue share capital
Promoters and Promoter Group	3,64,99,000	100%
Public	1,000	Negligible
<b>Total</b>	<b>3,65,00,000</b>	<b>100.00</b>

**Number/amount of equity shares proposed to be sold by selling shareholders - if any:** Not Applicable

## SUMMARY OF RESTATED AUDITED FINANCIALS

(₹ in lakhs, except per share data)

Particulars	As at and for the Fiscal ended			
	Six month period ended September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Equity Share capital	3,650.00	3,650.00	3,650.00	3,650.00
Other Equity	4,184.15	3,182.14	1,968.04	1,036.51
Net Worth	7,834.15	6,832.14	5,618.04	4,686.51
Revenue from operations	10,661.24	18,562.92	21,039.67	19,360.78
Profit / (loss) before tax and exceptional items	1,321.81	1,601.37	1,357.59	1,418.52
Profit / (loss) after tax	1,001.95	1,214.81	931.92	1,048.72
Earnings per share (basic) (in ₹)*	2.75	3.33	2.55	2.87
Earnings per share (diluted) (in ₹)*	2.75	3.33	2.55	2.87
Return on Networth (%)	12.79%	17.78	16.59	22.38
Net Asset Value per Equity Share (in ₹)	21.46	18.72	15.39	12.84

\* Not Annualised

Notes:

1. 'Net worth': Equity Share capital and other equity less capital reserves. Net worth has been computed as a sum of Equity share capital and other equity less capital reserves.
2. Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the year divided by number of equity shares outstanding as at the end of year as per Restated Financial Statements.
3. Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the period/year.

## INTERNAL RISK FACTORS

Below mentioned risks are the top 10 risk factors as per the RHP:

1. Our business is concentrated in the State of Karnataka. We are primarily dependent on the projects undertaken or awarded in the state of Karnataka, by the Karnataka State Government, the local authorities /municipal bodies in the state of Karnataka and other entities funded by the Government of India or the Karnataka State Government. Therefore, we derive our entire revenues from contracts with a limited number of government entities and are exposed to risks emanating from economic, regulatory and other changes in the State of Karnataka. Any adverse changes in the central or state government policies may lead to our contracts being foreclosed, terminated, restructured or renegotiated, which may have a material effect on our business and results of operations.
2. Our Company depends on the knowledge and experience of our Promoter, Udayshivakumar for our growth. The loss of their services may have a material adverse effect on our business, financial condition and results of operations.
3. We derive a significant portion of our revenues from a limited number of clients. The loss of any significant clients may have an adverse effect on our business, financial condition, results of operations, and prospects.
4. We derive majority of our revenue from civil construction and our financial condition would be materially and adversely affected if we fail to obtain new contracts or our current contracts are terminated.

## IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

5. Infrastructure projects are typically awarded to us on satisfaction of prescribed pre-qualification criteria and following a competitive bidding process. Our business and our financial condition may be adversely affected if new infrastructure projects are not awarded to us or if contracts awarded to us are prematurely terminated.
6. Our Order Book may not be representative of our future results and our actual income may be significantly less than the estimates reflected in our Order Book, which could adversely affect our business, financial condition, results of operations and prospects.
7. Our Company has been subjected to search and seizure in the past by the Income Tax authorities. Any future occurrence of such events or instances of passing of any adverse orders against our Company, could adversely affect our business, results of operations and financial conditions.
8. We may not be able to collect trade receivables arise due to the change in tax structure due to the implementation of GST in the place of service tax, due from our clients, in a timely manner, or at all, which may adversely affect our business, financial condition, results of operations and prospects. Additionally, our business is primarily dependent upon the projects in India undertaken or awarded by governmental authorities and other entities funded by the Government of India or Karnataka state government which exposes us to the risks of delayed payments.
9. We may not be able to successfully manage the growth of our operations and execute our growth strategies which may have an adverse effect on our business, financial condition, results of operations and future prospects.
10. The determination of the Price Band is based on various factors and assumptions and the Issue Price of the Equity Shares, market capitalisation, Enterprise Value / EBITDA and price to earnings ratio based on the Issue Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.

### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Promoters and our Directors, as disclosed in the Red Herring Prospectus, is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Actions by statutory or regulatory authorities	Disciplinary actions including penalty imposed by SEBI or stock exchanges against our Promoters	Material civil litigation	Aggregate amount involved* (₹ in lakhs)
<b>Company<sup>#</sup></b>						
By our Company	Nil	7	Nil	Nil	1	1,670.14
Against our Company	Nil	1	Nil	Nil	Nil	620.77
<b>Directors</b>						
By our Directors <sup>^</sup>	Nil	6	Nil	Nil	1	552.90
Against our Directors <sup>^</sup>	2	2	Nil	Nil	1	394.70
<b>Promoter</b>						
By our Promoter	Nil	6	Nil	Nil	1	552.90
Against the Promoter	2	2	Nil	Nil	1	394.70
<b>Joint Venture</b>						
By our Joint Venture	Nil	Nil	Nil	Nil	Nil	Nil
Against our Joint Venture	Nil	Nil	Nil	Nil	Nil	Nil

\*To the extent quantifiable.

<sup>#</sup>Including cases of erstwhile partnership

<sup>^</sup>Includes cases filed by and/or against our Promoter, Chairman and Managing Director, Udayshivakumar.

- B. Brief details of outstanding criminal proceedings against the Promoter:

- a) A criminal complaint was filed by the State of Karnataka against our Promoter, who is a partner in Udayshivakumar Stone Crusher ("USC"), an entity forming part of our Promoter Group and others, alleging that an explosion while operating the stone crusher owned by USC caused a grievous injury to certain individuals who were present at the site, one of whom was an employee of USC. In view of the aforementioned accident, a complaint was filed against our Promoter under Sections 3 of the Explosive Substances Act, 1908, Section 9 (B) of the Explosives Act, 1884 and Section 286 and 337 of the Indian Penal Code, 1860. A chargesheet has been filed before the Hon'ble Principal Civil Judge & JMFC Court, Harapanahalli and the matter is currently pending for admission of evidence.
- b) A criminal suit was filed by the State of Karnataka against our Promoter and others before the JMFC II Court, Belgaum, under Section 304 (a) of the Indian Penal Code, 1860 alleging that due to the negligence of our Promoter and other engineers, a person tripped over certain iron rods which were lying at the smart-city work-site operated by our Company in Belgaum, and consequently died at the work site. An interim order dated November 19, 2022 was passed by the JMFC II Court, Belgaum granting bail to our Promoter and directing that under Section 207 of the Code of Criminal Procedure, 1973, a copy of the chargesheet should be provided to our Promoter. The matter is currently pending.

For further details of the outstanding litigation proceedings, see "Outstanding Litigation and Other Material Developments" on page 295 of the RHP.

### ANY OTHER IMPORTANT INFORMATION AS PER BOOK RUNNING LEAD MANAGER/COMPANY - NIL

#### DECLARATION BY OUR COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the rules, regulations and guidelines issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the disclosures and statements made in the Red Herring Prospectus are true and correct.