



EL/SEC/2024-25/ 24

May 28, 2024

Corporate Relationship Department
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Mumbai - 400 001

The Manager, Listing Department
National Stock Exchange of India Limited
"Exchange Plaza', C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Script Code: 543533

Symbol: EMUDHRA

Dear Sir/Madam,

Sub: Annual Report 2023-24

Pursuant to Regulation 34(1) with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith copy of our Annual Report 2023-24 along with the Notice of the 16th Annual General Meeting (AGM) of the members of the Company which is being circulated to our members by email.

The Annual Report is also available on the website of the Company at <https://emudhra.com/investors>.

This is for your information and records.

Thanking you

Yours faithfully,

For eMudhra Limited

Johnson Xavier
Company Secretary & Compliance Officer
Membership No. A28304

Encl: As Above.

eMudhra Limited

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CIN - L72900KA2008PLC060368



2023-2024

Annual Report

Shaping the future of Digital Trust



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**“On behalf of the Board
of Directors, I am
pleased to present
eMudhra’s Annual
Report and Audited
Financial Statements for
the Financial Year
2023-24”**

Mr. V Srinivasan
Executive Chairman, eMudhra





Chairman's Message

Dear Stakeholders,

As we embark on the annual review of eMudhra's progress, it is imperative to recognize the seismic shifts occurring in the global digital landscape. Today, more than ever, the world is witnessing an unprecedented focus on Identity, Verification, and Authentication as the cornerstone of digital trust and security. This paradigm shift is not merely a trend but a fundamental restructuring of how individuals, organizations, and governments interact in the digital sphere. At the forefront of this transformative journey stands eMudhra, a pioneer in delivering cutting-edge solutions that empower businesses and governments to navigate the complexities of the digital age.

The emergence of India's Digital Public Infrastructure (DPI) as a global role model underscores the transformative impact of robust digital ecosystems. By leveraging technologies such as PKI, eSignatures, and Access Management, India has laid the groundwork for a seamless and secure digital future. eMudhra, with its deep-rooted expertise and innovative solutions, has played a pivotal role in shaping India's digital transformation journey. From enabling secure digital transactions to facilitating e-governance initiatives, eMudhra's contributions have been instrumental in driving inclusive growth and empowerment across the nation.

Globally, the relevance of PKI and its derivative solutions continues to soar, fueled by the increasing adoption of digital technologies across industries. As organizations embrace digitalization, the need for robust identity management and authentication mechanisms becomes paramount. eMudhra's comprehensive suite of PKI solutions has evolved to meet these burgeoning demands, offering a full-stack portfolio that caters to diverse organizational requirements. From Managed PKI to Public Trust and Enterprise PKI, our solutions are designed to provide unparalleled security and scalability in an ever-evolving digital landscape.

In parallel, the realm of eSignature solutions has witnessed significant advancements, driven by the growing demand for secure and legally binding digital transactions. eMudhra's emSigner platform has emerged as a trusted choice for organizations seeking to streamline their document workflows and enhance operational efficiency. With critical functionalities tailored for large enterprises and a focus on accessibility for mid-market segments, emSigner continues to redefine the boundaries of digital collaboration and document management.

The journey towards digital transformation is incomplete without addressing the critical aspects of Authentication and Identity Access Management (IAM). As organizations grapple with the complexities of digital identities and access control, eMudhra's Authentication and IAM suite offers advanced risk capabilities and innovative solutions to mitigate security risks. Our focus on Mobile PKI and emerging technologies such as Post Quantum Cryptography (PQC) and Fully Homomorphic Encryption (FHE) ensures that organizations stay ahead of the curve, safeguarding their digital assets and ensuring compliance with regulatory requirements.

In conclusion, eMudhra's unwavering commitment to innovation, coupled with the dedication and expertise of our team, has positioned us at the forefront of the digital revolution. As we navigate the complexities of an increasingly interconnected world, we remain steadfast in our mission to empower organizations with secure and seamless digital solutions. With a relentless focus on customer satisfaction and a commitment to excellence, we are poised to drive continued growth and penetration across diverse segments globally. Thank you for your unwavering support and trust in eMudhra. Together, let us continue to shape the future of digitalization and forge new pathways towards a digitally empowered world.

Yours Sincerely,



V. Srinivasan

Bengaluru, April 28, 2024

More than 15 years of Industry Experience

2008

- ➔ Certifying Authority License from CCA, Ministry of IT, Govt of India

2010

- ➔ Channel Partner expansion to 8,000 partners across India, 500,000 certificates issued
- ➔ Increase in Adoption and implementation of Digital Signatures across eGovernance platforms (MCA, DGFT and Income Tax)

2012

- ➔ Enterprise Division launched emAS – Authentication server for Digital Signatures

2015

- ➔ eMudhra became the first eSign provider in India, was appointed as the Chairperson of India PKI Forum, and emSigner Paperless Office solution was launched

2019

- ➔ Became Chairman of Asia PKI Consortium
- ➔ Launch of emAS IAM – Identity and Access Management Suite

2017

- ➔ eMudhra launched its Certifying authority solution - emCA
- ➔ eMudhra's Enterprise business spanned several large clients including top banks in India

2018

- ➔ Expansion in GCC market through office in Dubai
- ➔ Completion of WebTrust Certification and launch of emSign CA

More than 15 years of Industry Experience

2020

- ➔ Expansion in APAC – Jakarta, Indonesia; Latin America – Bogota, Colombia; Europe – Amsterdam, Netherlands; North America – New Jersey
- ➔ Launch of emPower – Cloud Reseller Portal for SSL Certificates and emSigner sales
- ➔ Chairman appointed Board Member of the European Cloud Signature Consortium

2021

- ➔ Launch of emSigner for Banks
- ➔ eMudhra featured in DirectTrust (Formerly SAFE Identity) Qualified Product List (QPL)
- ➔ Officially launched emSign Global Trust Services

2022

- ➔ emCA and MPKI stack certified for EAL4+
- ➔ eMudhra listed on the Indian Stock Exchanges, BSE and NSE
- ➔ eMudhra's Digital Campus facility inaugurated in Bengaluru
- ➔ eMudhra mentioned in 2022 Gartner® Market Guide for Electronic Signature for its product emSigner for the second time in a row
- ➔ emSigner certified for FDA 21 CFR Part 11 & EudraLex Volume 4 Annex 11
- ➔ eMudhra licensed as an E-CSP in Kenya
- ➔ IDC ranks eMudhra #1 in Digital Identity and Trust in India
- ➔ eMudhra certified as a Great Place to Work

2023

- ➔ eMudhra expands in the US by acquiring majority stakes in Ikon Trust Services.
- ➔ IDC ranks eMudhra #1 in Identity and Access Management category in India.
- ➔ eMudhra is now accepted by IGTF as Authentication Provider.
- ➔ eMudhra offers policy advisory, consultancy, and tech support for NPKI implementation in Tanzania
- ➔ eMudhra gets mentioned in the 2024 Gartner® report as a “CLM Example Vendor”
- ➔ emSigner deployed as a unified eSignature solution for workflow and eVaulting in 170+ speciality retail stores across the USA.
- ➔ eMudhra is now on AWS Marketplace and integrated with Microsoft apps for a user-friendly signing experience.
- ➔ eMudhra introduced National ID based Signing in Kenya
- ➔ Launch of emSign Certhub.

Years to Come...

Vision - Mission

Vision

To continually be at the forefront of identity governance and data security and drive significant change in society through secure digital transformation.



Mission

To accelerate the world's transition to a secure integrated digital society.



eMudhra's Competitive Edge

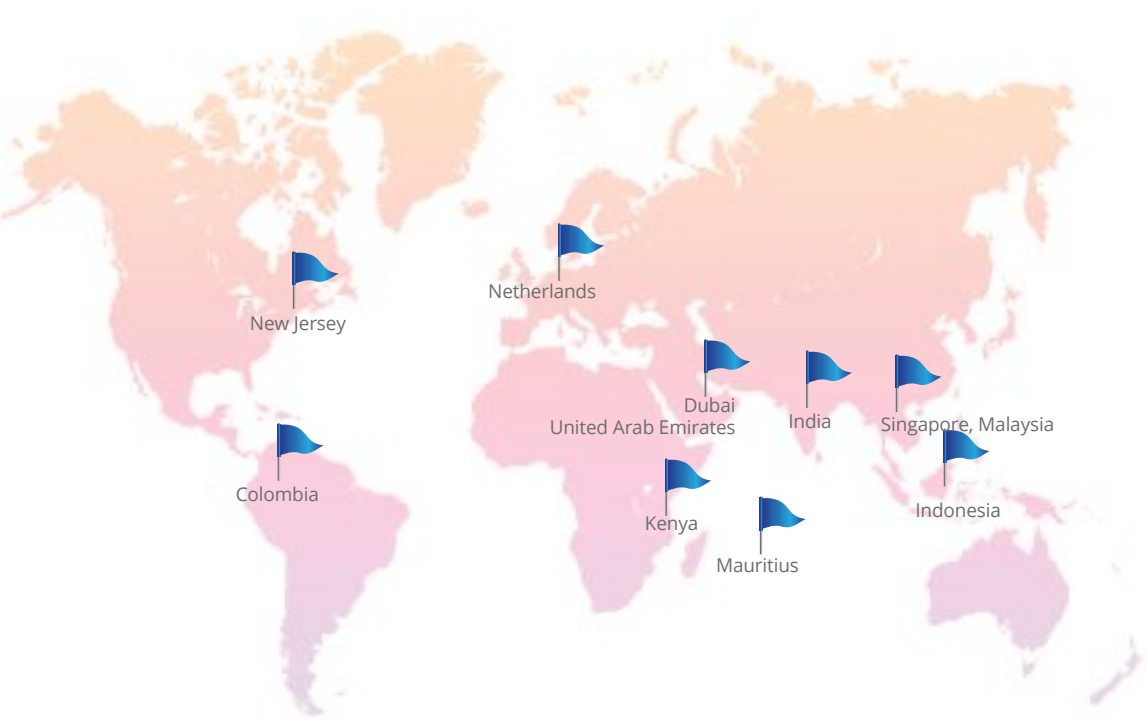
"One Stop Shop"

Solution Provider for Secure Digital Transformation with Domestic and International Presence

- 1 Strong Brand Recall
- 2 Extensive Reach - Direct and Partner Network
- 3 In-House Technology
- 4 Holistic Player in Digital Trust
- 5 Comprehensive Solution Stack for Cyber Security and Digital Transformation

eMudhra mentioned as a CLM Example Vendor

-2024 Gartner® report "Effectively Manage Your Organization's Certificates"



With Bangalore as Headquarters we have others branches at major cities across India

Comprehensive Solution Stack

Digital Solutions to meet every emerging trend and succeed



Enterprise Signing Solutions

- emSigner Enterprise Signing Suite
- eSign | Digital Stamp | eBG

Digital Security Solutions

- emCA - Certifying Authority Solutions
- SecurePass - Identity and Access Management
- SecurePass - Multi-factor Authentication
- CertiNext - CLM

Digital Trust Services

- Private Trust Service Products
- SSL/TLS Certificates
- Code Signing Certificates
- Email Encryption Certificates
- Document Signing Certificates
- IoT Certificates
- emSign CertHub

emSign Managed Services

- Public Key Infrastructure and Identity Management
- Security Services (VAPT, Access Management, etc.)



Digital Identities and Trust Provider

In an era where digital interactions and transactions are ubiquitous, the importance of digital trust cannot be overstated. eMudhra, with its pioneering efforts and innovations, is at the forefront of shaping this landscape. Our commitment to enhancing digital trust encompasses a broad spectrum of technologies, policies, and practices aimed at ensuring the security, compliance, and reliability of digital interactions.

Leadership in Innovation

At eMudhra, we believe that innovation is the cornerstone of digital trust. We invest heavily in research and development to push the boundaries of what is possible in digital security. Our focus on next-generation cryptography ensures that our solutions are not only secure against current threats but are also prepared for future challenges, including those posed by quantum computing. Through our advanced blockchain applications, we provide tamper-proof systems that enhance trust in digital records, contracts, and transactions.

Comprehensive Digital Trust Solutions

Our suite of products and services is designed to address the diverse needs of digital trust in various sectors, including Government, BFSI, healthcare, IoT, manufacturing, energy and telecom. By integrating state-of-the-art public key infrastructure (PKI) with robust identity and access management systems, we offer our clients a holistic approach to securing their digital interactions. Our electronic signature solutions, emSigner, are recognized globally for their ease of use and compliance with international legal standards, thereby facilitating secure and efficient digital workflows.

Setting Industry Standards

eMudhra is not only adapting to the digital trust landscape but also actively shaping it. We play a significant role in various regulatory and standards-setting bodies, contributing our expertise to develop global standards for digital trust. Our leadership in these forums underscores our commitment to not just meeting but setting the highest standards of digital security and trust.

Global Compliance and Localization

Understanding and navigating the complex web of global compliance requirements is a significant challenge for many organizations. eMudhra addresses this by designing solutions that are not only globally compliant but can also be localized to meet specific regional standards and laws. This dual approach ensures that our clients can deploy our solutions across geographies without compliance concerns, thereby enabling them to expand their digital footprint confidently.

Forward-Thinking Governance

At the core of our strategy is a governance model that prioritizes transparency, accountability, and ethical conduct. Our governance framework is designed to oversee and guide our operations, ensuring that they not only comply with current regulations but also anticipate and adapt to future governance challenges in the digital realm. This proactive approach in governance not only reinforces trust with our stakeholders but also sets a benchmark for industry practices.





Comprehensive Solution Stack



emSigner is a digital signature based workflow platform. It serves as a paperless office solution, allowing users to sign, send, track, and manage documents electronically. The platform supports various signature types, including eSignatures and digital signature certificates, and offers integration with other applications to enhance workflow automation.

Seamless Integrations: Effortlessly integrates with existing applications like Google Workspace, Office 365, and more, boosting existing workflows with its user-friendly API.

Paperless Workflow: Enables businesses of all sizes to go paperless, streamlining workflows, boosting efficiency, and enhancing security and transparency.

Security: Built with advanced security features such as SSL encryption, digital signature certificates, and multi-factor authentication to ensure the security and integrity of documents. It is compliant with ISO 27001, SOC 2, HIPAA, and GDPR, among others.

Cost-Effective: It is cost-effective, eliminating the need for paper-based processes and automating workflows.

Standardized Processes: Ensures consistency and accuracy in documents, helping businesses maintain quality standards.



emCA, also known as eMudhra Certifying Authority Solution, provides capability to issue digital certificates that are essential for secure digital transactions and communications. emCA's services are crucial in environments that require legally valid digital signatures and authentication. emCA has the ability to provide digital certificates to individuals, organisations, websites and IOT devices.

Strong Security Infrastructure: Our solution is compliant with global security standards and regulations, ensuring the highest level of security for digital certificates. These certificates are based on advanced cryptographic algorithms, providing a high level of trust.

Scalability: We issue digital certificates in high volumes to meet the needs of large organizations and government agencies.

Trusted Brand: With over 80 million digital certificates issued to individuals and organizations worldwide, we have established ourselves as a trusted brand in the industry.

Customer Focus: We prioritize customer satisfaction by providing personalized service and understanding their specific



CertiNext is a comprehensive Certificate Lifecycle Management solution designed to manage the entire lifecycle of digital certificates, ensuring their proper issuance, renewal, and revocation. It provides centralized control and visibility over a company's certificate ecosystem, enhancing security by automating and streamlining certificate and key management processes. CertiNext supports all key types, including AES, RSA, and ECDSA, and has built-in key management capabilities, which are essential for maintaining high security and compliance standards across industries.

Comprehensive Solution: Certinext offers a comprehensive Certificate Life Cycle Management (CLM) platform, catering to the complete lifecycle of digital certificates.

Advanced Key Management: With robust key management features, Certinext ensures identification of key expiry and automatic renewal of cryptographic keys, enhancing overall security.

Seamless Integration: Easily integrates with directory services, identity management systems, and network security solutions, streamlining certificate management.



SecurePass

SecurePass is a solution that ensures secure and efficient management of identities and authentication. The platform offers features like single sign-on, multi-factor authentication, and identity governance, which are integral to managing access to critical information and systems across an organization.

Enhanced Security Framework: Our suite ensures robust security through credential vaulting, session monitoring and zero trust enforcement, reducing unauthorized access risks.

Reduced Operational Costs: SecurePass automates manual identity and access management tasks, leading to significant cost savings over time while ensuring the security and integrity of the processes.

Unified Identity Governance: Integrating Active Directory management, IGA, and PAM, provides a unified approach to identity governance, reducing complexity and ensuring consistent policy enforcement.

Scalability: Our architecture can handle high volumes of authentication requests, making it ideal for large organizations, banks, defense organizations, and government agencies

Flexible Authentication Methods: We offer a wide range of authentication methods to meet the diverse needs of organizations, including SMS OTP, email OTP, hardware tokens, and biometric authentication.

emSign | CertHub

emSign offers SSL and digital certificates to enhance website security by authenticating identities and encrypting data exchanged online. It caters to various security needs with certificates like Domain Validation, Organization Validation, and Extended Validation. Additionally, emSign supports solutions for securing emails and digital documents, ensuring a comprehensive approach to cybersecurity. The service is known for its robust support and adherence to high security and quality standards, serving a global customer base.

Extensive Experience: With over a decade of industry experience, eMudhra Trust Services is a leader in the digital signature and authentication domain.

Strong Technology Platform: Our technology platform is designed to be scalable, flexible, and secure, supporting our digital signature and authentication solutions.

Customer Focus: We place a strong emphasis on customer satisfaction and work closely with our clients to understand their specific needs and requirements.

Global Presence: eMudhra Trust Services has a strong global presence, with operations in several countries, enabling us to offer digital signature and authentication solutions to a diverse range of clients.

Compliance Assurance: eMudhra helps organizations maintain compliance with global regulations and standards, providing robust audit trails and adherence to industry best practices.

Digital Trust Services

In today's interconnected world, establishing digital trust is fundamental to the security and efficiency of online interactions—whether in business, personal communication, or governmental operations. eMudhra is at the forefront of securing these interactions through its comprehensive Digital Trust Services.

Expanding Digital Certification

eMudhra has significantly broadened its range of digital certificates to include SSL/TLS, digital signing, encrypted email certificates, and specialized certificates for IoT devices, code signing, ePassports, and EMV transactions. These certifications are crucial for securing communications, authenticating identities, and ensuring the integrity of digital interactions across various sectors.

Innovative Identity Verification Solutions

We introduced advanced identity verification solutions leveraging biometrics and AI, aimed at providing frictionless yet secure authentication processes. These technologies are integral to enhancing user experience and security on digital platforms.

Compliance with Global Standards

eMudhra remains committed to compliance with international regulatory frameworks like eIDAS, GDPR, and others, ensuring that our services not only offer security but also adhere to the highest standards of data protection and privacy.

Specialized Trust Services

IoT Certificates: As IoT devices proliferate, securing these devices becomes imperative. Our IoT certificates safeguard device communications across industries, from smart homes to industrial IoT.

Code Signing Certificates: These certificates protect software integrity by verifying the identity of software publishers and ensuring that the code has not been altered or compromised.

ePassports and EMV Certificates: Our trust services extend to ePassports and EMV cards, enhancing the security of international travel and financial transactions through embedded digital signatures and encryption.

Partnerships and Collaborations: Through strategic partnerships, eMudhra has expanded its ability to integrate trust services globally, providing a broader spectrum of secure solutions across different technologies and industries.

Looking Ahead

As we advance, eMudhra continues to innovate in areas like quantum-resistant cryptography and AI-driven security protocols, aiming to lead the next generation of digital trust services. Our commitment remains strong—to enhance digital trust and secure every interaction in the digital landscape.



emSigner - eSignatures Beyond Borders

In an increasingly digital world, the necessity for secure and legally compliant digital solutions spans across borders. eMudhra, through its eSignature platform emSigner, stands at the forefront of this digital transformation, offering robust eSignature solutions that cater to a variety of international legal frameworks. This ensures that businesses can conduct transactions seamlessly across different geographic locations without compromising on compliance and security.

Licensed Certification Authority in India

In India, eMudhra operates as a licensed Certification Authority (CA), authorized to issue digital signatures that are legally valid and widely accepted across various sectors. The integration of emSigner with eMudhra digital signatures simplifies the process for users to sign documents digitally with assurances of integrity and authenticity, complying with the Indian IT Act, 2000. This pivotal role supports India's digital economy, enhancing trust and efficiency in electronic transactions.

Expansion in Kenya: Certified Provider of Secure Digital Solutions

eMudhra has expanded its reach to Kenya, serving as an Electronic Certification Service Provider (E-CSP). Here, emSigner leverages the digital signatures issued by eMudhra to enable businesses and individuals to execute legally binding documents. This capability is crucial for enhancing digital engagements in Kenya, where there is a growing need for secure and reliable electronic documentation processes.

Integration with UAE Pass: Streamlining Digital Transactions in the UAE

emSigner's integration with UAE Pass significantly streamlines the process of digital signing in the United Arab Emirates. UAE Pass serves as a national digital identity and signature solution, enabling citizens, residents, and businesses to execute documents with ease and legal validity. This integration demonstrates emSigner's adaptability to regional technologies and its commitment to supporting the UAE's digital transformation initiatives.

Presence in Saudi Arabia: Compliance with KSA's Digital Legal Framework

emSigner is integrated with Certifying Authorities in the KSA to provide a comprehensive range of services that include digital signatures, validation, and digital certificates. This integration is pivotal for businesses that aim to adopt trust services seamlessly, facilitating a smooth transition to digital processes.

emSigner's integration allows for paperless and presence-less digital signing, which means that documents can be signed from any device connected to the internet, anywhere at any time. This capability is not just a convenience; it is a transformational shift that empowers organizations to operate more efficiently and securely in a digital environment.

Trusted by Global Platform: Adobe Trust List Inclusion

A testament to its global compliance and security standards, emSigner supports document signer certificates issued under the emSign root, which is trusted by Adobe and listed in the Adobe Trust List (ATL). This recognition ensures that documents signed using emSigner are trusted on international platforms, enhancing their validity and acceptance across numerous industries worldwide.

Enabling a Borderless Digital World

As businesses increasingly look to engage in global commerce, the need for reliable digital signature solutions that transcend local and international boundaries is more apparent than ever. eMudhra's emSigner platform not only meets this demand but does so with an unwavering commitment to security, compliance, and user accessibility. Through strategic integrations and adherence to international standards, emSigner is truly **"eSigning Beyond Borders"**, enabling efficient and secure digital transactions across the globe.

Versatile Signature Solutions: Supporting All Types of Electronic Signatures

emSigner stands out in the market for its capability to support all types of electronic signatures: Simple Electronic Signatures (SES), Advanced Electronic Signatures (AES), and Qualified Electronic Signatures (QES). This flexibility is pivotal as it allows emSigner to cater to diverse regulatory requirements across different global jurisdictions. Whether the need is for a simple e-signature for routine approvals or a highly secure and verified signature for more sensitive transactions, emSigner provides a tailored solution that meets specific legal and procedural demands.

Global Integration with Trust Service Providers: Local Compliance through Global Partnerships

In addition to its signature versatility, emSigner integrates seamlessly with local trust service providers across various countries. This integration is fundamental in ensuring that digital signatures generated through emSigner are not only legally valid but also recognized and trusted within local frameworks. By partnering with these providers, emSigner facilitates a legally compliant, paperless transaction environment that adheres to the specific legal stipulations and standards of each region. This approach not only enhances the user's experience by simplifying the digital signing process but also bolsters the security and authenticity of the signed documents.

Strengthening Global Digital Trust: A Unified Platform for International Compliance and Security

The combination of supporting multiple types of signatures and integrating with local trust service providers positions emSigner as a uniquely comprehensive eSignature solution on a global scale. It underscores eMudhra's commitment to providing a secure, compliant, and efficient digital signing experience. By enabling businesses to navigate the complexities of international digital laws with ease, emSigner plays a critical role in advancing global digital transactions and fostering trust in digital interactions worldwide.



Achieving Zero Trust Using PKI

In the evolving landscape of cybersecurity, the adoption of a Zero Trust architecture has become a cornerstone for enhancing organizational security. eMudhra's implementation of Public Key Infrastructure (PKI) plays a pivotal role in this paradigm, providing a robust framework for secure digital interactions. emSign, eMudhra's flagship digital security platform, leverages PKI to advance Zero Trust security principles.

SSL/TLS Certificates, Other X.509 V2 Certificates and Encryption Keys

SSL/TLS certificates are at the heart of secure communications on the internet, providing confidentiality, integrity, and authentication to data in transit. emSign extends this capability beyond mere web security, encompassing a variety of certificate types and encryption keys to secure everything from emails to software code. By ensuring that all digital communications and files are encrypted and signed, emSign prevents unauthorized access and tampering, aligning with the Zero Trust requirement that trusts nothing and verifies everything.

Lifecycle Management and Provisioning

Effective lifecycle management of certificates is crucial for maintaining the security integrity in a Zero Trust environment. emSign manages the entire lifecycle of digital certificates—from issuance, renewal, and revocation to final decommissioning. This process is automated to ensure that expired or compromised certificates are quickly replaced, thereby minimizing windows of vulnerability. Moreover, emSign's provisioning system seamlessly integrates with existing enterprise environments, allowing for the automated distribution of certificates to users and devices, further enforcing the principle that only authenticated and authorized entities gain access to network resources.

Key Management Protocols, Public/Private PKI, Let's Encrypt/Microsoft PKI

Key management is another critical element of PKI and Zero Trust security. emSign utilizes advanced key management protocols to handle the generation, distribution, storage, and destruction of encryption keys. This includes support for both public and private PKI architectures, enabling organizations to adopt the model that best suits their security needs and compliance requirements.

Moreover, emSign's interoperability with well-known PKI solutions like Let's Encrypt and Microsoft PKI allows organizations to leverage robust and widely accepted security standards while maintaining flexibility in certificate management. This adaptability ensures that eMudhra's clients can implement a Zero Trust framework without being tied to a single vendor or solution.

Through its comprehensive PKI solutions, emSign by eMudhra establishes a solid foundation for organizations aiming to implement Zero Trust security architectures. By managing and securing certificates and keys, emSign not only ensures the integrity and confidentiality of communications and data but also upholds the strict access controls required in a Zero Trust environment. As cyber threats continue to evolve, emSign's role in advancing digital security remains crucial in safeguarding sensitive information and systems, demonstrating eMudhra's commitment to leading cybersecurity innovation and trust services globally.

This comprehensive approach underlines the strategic importance of PKI in achieving Zero Trust, ensuring that eMudhra remains at the forefront of the cybersecurity domain, ready to meet the challenges of a dynamic digital world.

Achieving Zero Trust using PKI is essential in today's cybersecurity landscape. PKI provides a robust foundation for secure digital interactions by ensuring all communications and transactions are authenticated, encrypted, and tamper-proof. This enables organizations to enforce strict access controls, continuously verify identities, and protect sensitive data from unauthorized access. Aligning with the Zero Trust principle of "never trust, always verify," PKI helps maintain high security levels amid evolving cyber threats. By integrating comprehensive PKI solutions, organizations can build resilient security architectures capable of withstanding the challenges of a dynamic digital world.

Driving Next-Gen Cryptography: Advancements in Securing Data Against Future Threats

As digital threats continue to evolve, the need for more sophisticated and future-proof cryptographic solutions has never been more critical. eMudhra stands at the forefront of this technological evolution, spearheading the adoption of next-generation cryptography to safeguard data against imminent cyber threats, including those posed by quantum computing. Our commitment to advancing cryptographic standards is exemplified in our integration of Post-Quantum Cryptography (PQC) algorithms into our Certificate Authority platform, emCA.

Embracing Post-Quantum Cryptography

The advent of quantum computing presents both an opportunity and a challenge in the field of digital security. While quantum computers offer unparalleled processing power, they also pose significant risks to traditional encryption methods, potentially rendering current cryptographic standards obsolete. Recognizing this, eMudhra is proactively working to incorporate PQC algorithms into our offerings, ensuring that our security solutions are future-ready.

Integration of NIST-Shortlisted PQC Algorithms

Extensive R&D is being conducted to integrate PQC algorithms with our CA platform, emCA. These Algorithms have been shortlisted by the National Institute of Standards and Technology (NIST) for their robustness and potential to withstand quantum attacks. These include:



Dilithium:

Known for its efficiency and security, Dilithium is a lattice-based cryptographic algorithm designed for digital signatures. It is one of the leading candidates for replacing current signature schemes, offering enhanced security against quantum computers.

Sphincs+:

As a state-of-the-art hash-based signature scheme, Sphincs+ provides a powerful alternative to traditional public-key algorithms, ensuring long-term security without relying on number-theoretic assumptions that are vulnerable to quantum attacks.

Falcon:

Falcon leverages the speed and security of lattice-based cryptography to offer a compact and efficient signature scheme. Its design is optimized for high performance and low latency, making it ideal for environments where processing power and storage are at a premium.

Future-Proofing Digital Security

By integrating these PQC algorithms into our emCA platform, eMudhra not only enhances the security of digital certificates but also ensures that our clients are prepared for the quantum era. Our proactive approach helps mitigate the risks associated with quantum computing, protecting sensitive information and digital identities against future threats.

eMudhra's Foray into Mobile PKI

In the evolving landscape of digital authentication, eMudhra is working on integrating Mobile Public Key (PKI) solution into its suite of security offerings. This initiative marks a strategic expansion, aiming to simplify and secure digital interactions on mobile devices. Mobile PKI allows users to perform secure digital transactions and communications directly from their mobile devices, facilitating a seamless blend of accessibility and security.

eMudhra's Mobile PKI solutions are designed to cater to the modern workforce and customer base that rely heavily on mobile technology for their daily operations. By embedding robust authentication mechanisms into mobile devices, eMudhra empowers users to digitally sign documents, carry out secure online transactions, and verify digital identities with the same level of security as traditional desktop-based PKI solutions.

The integration of Mobile PKI is not just a technological advancement but also a strategic move to address the growing demand for mobile-first solutions across various industries, including finance, healthcare, and government services. As mobile usage continues to surge, eMudhra's Mobile PKI solutions stand poised to offer scalable, secure, and user-friendly options for digital identity verification and transaction security.

Research and Development in Fully Homomorphic Encryption (FHE)

As part of its commitment to advancing digital security, eMudhra has invested significantly in research and development around Fully Homomorphic Encryption (FHE). FHE is a groundbreaking encryption method that allows computation on encrypted data, enabling the data to remain secure even during processing. This capability is transformative for industries that require high levels of data privacy and security, such as financial services, healthcare, and government operations.

eMudhra's R&D initiatives focus on optimizing FHE algorithms to make them more practical and efficient for commercial use. The challenges of implementing FHE—primarily related to computational efficiency and scalability—remain significant, but eMudhra's dedicated research team is at the forefront of tackling these issues. By developing solutions that reduce the computational overhead associated with FHE, eMudhra aims to make this technology accessible and usable for everyday applications.

Through its R&D efforts in FHE, eMudhra is not only enhancing the security features of its products but also contributing to the broader field of cryptography. This research is crucial for future-proofing digital security infrastructures and ensuring that privacy and data protection standards can meet the challenges posed by an increasingly complex digital landscape.

Educating and Collaborating

In addition to upgrading our technologies, eMudhra is committed to leading the conversation on quantum-resistant cryptographic solutions. We actively participate in international forums, contribute to academic research, and collaborate with global stakeholders to raise awareness about the importance of adopting PQC. Through these efforts, eMudhra aims to drive wider adoption and standardization of quantum-resistant technologies across industries.

Solidifying our Global Trust Ecosystem



CHILE

eMudhra works with BMC Pro in Chile through our emSign Root of Trust to power eSignatures in the local market. While this helps to address local market requirements for the most part, BMC and eMudhra intend to extend our range of Trust Services offerings in the local market through this collaboration.



EUROPE

From deploying IoT certificate management platform for a large global car manufacturer to IoT certificate deployment for smart meters as part of energy grids in Europe, eMudhra is expanding its local presence in Europe through channel partners and direct client relationships. eMudhra is a board member of the Cloud Signature Consortium and our solutions are compliant with eIDAS and GDPR.



INDIA

eMudhra is the largest Certifying Authority in India, the first eSign Service provider in the country and the only player to provide all types of eSign with LTV capabilities. eMudhra is the biggest player in the Identity and Trust market in India. Having issued more than 80 million digital certificates, eMudhra is the only Indian company to be WebTrust accredited and issuing SSL/TLS certificates through its own trust root.



INDONESIA

eMudhra has made significant inroads into Indonesian market by onboarding a very large public sector conglomerate for providing a mix of signature solutions and eStamping services. eMudhra is also providing Mobile PKI for digital ID, secure authentication and signing for a state-owned entity in the country.



KENYA

eMudhra is a Licensed Electronic Certification Service Provider (E-CSP) under the Communications Authority of Kenya (CA) authorized to issue digital signatures that are compliant with the Kenya Information and Communications Act, 1998.



MAURITIUS

eMudhra has the distinction of being the first Certification Authority to get license from the Controller of Certification Authorities (CCA), Mauritius to issue digital signature certificates in the country.



PERU

eMudhra has enabled a local TSP, Soft & Net Solutions, through its globally accredited emSign root of trust in the country. Furthermore, eMudhra's emSigner platform is accredited by Indecopi allowing eMudhra to offer an end-to-end paperless transformation solution to customers in Peru.



UAE

eMudhra is a certified Cross Certification Service Provider under the Telecommunications Regulatory Authority (TRA) of the UAE and is authorized to provide electronic signatures and Digital Signature Certificates in the country.



USA

eMudhra is accredited by Direct Trust to help us bring forth our digital solutions to the Healthcare Sector in America. To further our initiative in Healthcare, eMudhra is also recently certified for 21 CFR Part 11 so as to ensure our signing solutions adhere to all required local standards in the domain.



Scalability



Global Reach



Digital Trust

Serving Clients in 25+ Countries across the World

eMudhra provides a unified ecosystem for digital transformation with a wide-ranging solution to secure digital infrastructure and build PAPERLESS business processes under country specific accreditations.

Global Recognitions



Gartner®

AUGUST 2023

eMudhra mentioned as a "Representative Vendor" in the 2023 Gartner® "Market Guide for User Authentication"

FEBRUARY, 2024

eMudhra mentioned as a "Lightweight CLM Example Vendor" in the 2024 Gartner® report "Effectively Manage Your Organization's Certificates"



Interoperable Global Trust Federation

2023

eMudhra has been accepted by IGTF as an Authentication Provider, making it one of the only five commercial Certifying Authorities to achieve this milestone after review and audit by the Asia-Pacific Policy Management Authority of the IGTF.



Key Associations

Resellers Partnership



Technology Partnership



All the logos used here are for representational purposes only and solely belong to the owners of such logos

Awards and Accolades



eMudhra wins 'Excellence in IT/ITES' at ET Business Awards 2024!



eMudhra honoured as 'Emerging IT Company of the Year' at Business Icon Awards 2023!



AEGIS
GRAHAM BELL
AWARDS

eMudhra earns 'Award of Excellence' at Aegis Graham Bell Awards for emSigner in Corporate Banking!



eMudhra named among top 200 companies at Forbes India #DGEMS2023!



eMudhra recognized as 'Enterprising Company of the Year 2023' by Enterprise World!

Quality Accreditations & Certifications



ISO 9001: 2015 ISO 27001-2013 ISO 20000-1:2018 ISO 27018-2014 ISO 22301: 2019 ISO 32000: 2020 ISO 19005: 2020

eMudhra is an ISO 9001, ISO 20000, ISO 27001 and ISO 27018 certified organization. ISO certifications prove an organization's capabilities and processes to ensure high level of accuracy, adequate security standards, and quality management across the entire organization.



eMudhra has received SOC 1 Type 1 compliance certification. The certification issued by AICPA. eMudhra is compliant with principles ensuring regulatory compliance, managing risks, gaining a competitive advantage, and instilling confidence in customers regarding the security and integrity of their financial data and transactions.



eMudhra has received the SOC 2 Type II certification. The certification issued by AICPA, the world's largest member association representing the accounting profession, affirms that eMudhra is compliant with the principles of security, availability, processing integrity, confidentiality, and privacy, and has proper internal controls and processes in place to protect client data.



eMudhra is GxP CRF Part 11, 21 CFR Part 11 as well as EU Annex 11 compliant. It highlights its dedication to upholding stringent standards of data integrity, security, and regulatory adherence across industries governed by Good Practices guidelines. With emSigner, eMudhra empowers FDA-regulated industries to efficiently meet the requirements of both 21 CFR Part 11 and EU Annex 11, ensuring optimal operational and regulatory compliance efficiencies for all emSigner users.



eMudhra complies with HIPAA, ensuring the lawful handling of protected health information. Rest assured, we handle Personal Health Information (PHI) with utmost care, guaranteeing the security of your organization's data.



Data Protection and Privacy are important pillars towards enabling trust in a digital society. With increasing concerns around ownership and presence of data, it's important that the applications of today's world are built to manage data protection regulations globally. eMudhra's solutions are GDPR compliant to enable worry-free adoption.



eMudhra is appraised as CMMI Maturity Level 5. The highest CMMI Maturity Level signifies that our organization is focused on continuous improvement and is built to pivot and respond to opportunities as well as changes. CMMI Level 5 appraisal is a standing testimony to our high standard of performance in terms of crucial software engineering parameters such as productivity, quality, and risk management.



eMudhra certificate issuance processes and methodologies are in line with the standards prescribed by WebTrust body, and eMudhra's global trust services are WebTrust accredited and supported by WebTrust seal.

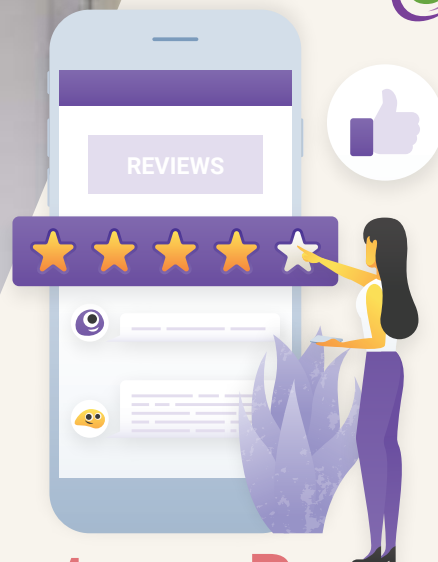


EAL 4+ Certification becomes relevant in showcasing the quality of Certifying Authority (PKI) solutions and the processes and technologies used within by ensuring it adheres to globally accepted standards. Our EAL 4+ certification, from Cyber Security Agency of Singapore, is primarily relevant to eMudhra's emCA Solution suite to enable global acceptance.



eMudhra is featured in DirectTrust (Formerly SAFE Identity) Qualified Product List (QPL). Issued by DirectTrust, a US-based industry consortium and certification body operating a Trust Framework for digital identities in healthcare. This certification will provide assurance to the healthcare community that the digital identities issued by eMudhra can be trusted across the healthcare ecosystem.

Quality is an integral part of everything we do at eMudhra. To ensure that we are maintaining high standards in our product offerings and corresponding implementations and deployments, we have measured ourselves against leading global quality standards and successfully attained these quality certifications. We employ a quality management team within eMudhra that constantly assesses our methodologies and processes, project performance, resource utilization to evaluate how we can upgrade ourselves and serve our customers in a better manner.



Gartner Peer Reviews by customers (emSigner)

Seamless Integration Into Operations

Our experience with the product has been consistently positive. Its cloud deployment architecture enables seamless integration into our operations, particularly within IT. The robust functionality enhances our business processes, and exceptional after-sales support ensures smooth operations improving our business outcomes while managing costs and creating efficiencies.

Instant Document Retrieval: Streamlining Workflows & Enhancing Compliance

The platform stands out for its highly intuitive interface, facilitating swift, secure, and effective operations. Notably, the instantaneous receipt of signed documents has eliminated the need for physical storage, streamlining our workflow. It enhanced our customer relations, streamlined business processes, and fortified compliance and risk management. Factors such as financial viability, extensive service offerings, functionality, overall cost-effectiveness, and the compelling future vision delineated by the product roadmap significantly influenced our choice.

Great Solution for Workflow Efficiency

Seamless cloud integration and robust API responses have optimized our workflow and strengthened customer relationships. Embracing emSigner's eSign service enhanced our operations and workflow efficiency, guided by factors like cost-effectiveness and future vision, with invaluable support from the team.

Must Use Tool with Impressive Product Capabilities

emSigner revolutionized our workflow. Integrated with SAP, it automated signing processes, saving time and ensuring signature authenticity. Its seamless integration, end-to-end ownership, and strong security surpassed our expectations, enhancing compliance, operational efficiency, and risk management. The on-premises implementation was smooth, with exceptional support from eMudhra. We highly recommend eMudhra for their impressive product capabilities and strong services expertise.

Highly recommended for Digital Operations

eMudhra's eSign solution transformed our operations. Their dedicated support, both commercially and technically, along with the product's efficiency, exemplifies their commitment. Seamless integration and reliable support boosted our processes, exceeding expectations. Our deployment affirms its adaptability. eMudhra's emSigner is highly recommended for digital operations.

eSign, Optimizing Time to Market

We've had a positive experience with excellent support from the team. The clear documentation and test server helped us kick-start our project quickly. Choosing to integrate eSignature services into our product was driven by strong functionality, performance, and cost-effectiveness. Its seamless integration and cloud deployment have streamlined our processes and enhanced relationships with customers and partners.

Amazing Paperless and Digitalization Solution

We've had an excellent 16-month experience with emSigner. It offers great features, backed by commendable after-sales support. The product has significantly improved our operational efficiencies. Choosing emSigner was driven by its strong services expertise, impressive functionality and performance, and promising future vision. emSigner has provided us with amazing paperless and digitalization solutions.

Seamless User Experience and Enhanced Protection

We've had a great experience with the product. Its seamless User experience and enhanced security stood out for us. It has eliminated manual paperwork, driven by our need for innovation, efficiency, improved outcomes, and compliance. It offers financial viability, future vision, functionality, and service breadth. Overall, it has provided effective digital document solutions, delivering the results we sought.

Enhanced Product Agility and Operational efficiency

The e-signature platform offered a user-friendly interface, speed and security stand out. We value the instant receipt of signed documents and the elimination of physical copies. It improved various aspects of our operations, including time to market, agility, cost management, customer service, efficiency, and compliance. emSigner has been instrumental in streamlining our documentation processes.

Value for Money

Our experience with emSigner has been positive overall, with particular highlights being its functionality and value for money. emSigner saves time by streamlining document signing. We selected emSigner to innovate, improve processes, enhance service, reduce time to market, cut costs, and boost agility. In summary, emSigner offers valuable functionality and cost-effective solution for document signing.

CASE SNIPPETS



Large Bank



Our Client is one of the large banks, a leading player in the financial industry faced challenges due to its complex IT environment. It extensively relies on access to sensitive financial data, applications, and services which is imperative for employees, customers, and partners to conduct transactions, manage accounts, and offer financial advice. However, ensuring the utmost security and privacy of financial information is paramount to adhere to regulations and requirements, while also striving to achieve optimal throughput.

In response to these challenges, the bank implemented the SecurePass Identity and Access Management (IAM) solution. SecurePass offers robust identity management capabilities, access control mechanisms, and advanced security features tailored to the needs of the financial sector. By leveraging SecurePass, our client effectively manages identities, controls access permissions, and protects financial data from unauthorized access, fraud, and cyber threats.

Our comprehensive IAM solution enabled the bank to achieve regulatory compliance, safeguard sensitive information, and ensure the highest levels of security across their operations.



A prominent broking firm in India



Our client is India's trusted customer-centric, and leading technology-based financial services firm. Renowned for offering holistic financial solutions and services, the firm empowers Indians with seamless access to the world of finance.

Our client encountered challenges in complying with SEBI guidelines, necessitating the acquisition of signed DDPI documents from clients and the payment of stamp duty. Previously, customers were required to visit the branch to sign physical documents, leading to manual intervention and significant time consumption. Additionally, the process of storing physical documents for audit purposes and paying stamp duty offline further compounded the inefficiencies.

eMudhra provided a comprehensive solution by introducing emSigner eStamping solutions. This enabled digitally signing the documents and paying stamp duty online. By leveraging this solution, they streamlined its processes, eliminated manual interventions, and facilitated cost savings. They no longer needed to maintain physical copies of documents, reducing administrative burdens and improving overall efficiency. Additionally, the turnaround time for processing documents significantly decreased, enhancing client satisfaction and operational effectiveness.



A Leading IT and Consulting Services Provider



powered by **emudhra**

Our client, a leading global IT and consulting services provider, faced challenges in managing SSL certificates across its extensive internal network. Ensuring secure digital communications and compliance with international cybersecurity standards was paramount.

eMudhra addressed these needs with the emSignHub API, a robust solution designed for large-scale SSL certificate management. This integration automated the issuance, renewal, and revocation of SSL certificates, enhancing security and operational efficiency throughout the organization.

The implementation of emSignHub API significantly reduced manual administrative tasks associated with SSL management. It enabled real-time tracking and streamlined the entire certificate lifecycle, ensuring secure and trustworthy digital communications across the company's units.

This adoption led to notable improvements in operational efficiency, reduced downtime due to expired or compromised certificates, and strengthened the overall digital security framework. By leveraging eMudhra's innovative technology, the client enhanced its security measures, allowing it to focus more on its core business objectives and less on complex IT security management.

Thought Leadership



eMudhra successfully hosted the Annual Meeting of the Asia PKI Consortium in Bengaluru, India. Welcoming delegates from 12 member nations



eMudhra successfully hosts the International Symposium on "Borderless Digital Transactions: PKI's Role in a Globalized World", organized by the Asia PKI Consortium



Kaushik Srinivasan, Co-Founder and EVP of eMudhra, shares his insights at the dinner roundtable organized by eMudhra on the sidelines of IDC Middle East CIO Summit in Dubai



Arvind Srinivasan, our Executive VP of International Sales & Strategy, appointed as Advocacy Committee Chair on Cloud Signature Consortium's Executive Board!



CA Browser Forum Meeting hosted by eMudhra in New Delhi: A pivotal step in enhancing web security and digital trust through industry best practices

Employee Speaks



I started working at eMudhra as a sales manager for managing the SSL product portfolio a year and a half ago. I must say, everyone on the team was incredibly welcoming, which made my journey smoother and more productive. The management is very open to new ideas and flexible approaches. They have consistently communicated their expectations and provided guidance on how I can enhance my overall efficiency. Supportive management, especially for women in the workforce, is crucial for maintaining a balance in our lives. Glad to be a part of the Team!

Ankita Tiwari



I have been with eMudhra for over three years and my journey has been deeply fulfilling. My assignments have provided significant learning in PKI and cybersecurity, fostering continuous growth. Collaborating with a talented and risk-taking team has been rewarding. I am particularly appreciative of the unwavering support from senior management and the successful implementation of suggestions aimed at enhancing project delivery efficiency. In summation, my tenure at eMudhra has been nothing short of exceptional.

Raghavilatha Jarugu

I'm Pankaj, a UI developer with five years of experience at eMudhra. My job is to create engaging and intuitive user interfaces. At eMudhra, I've worked on projects like emSigner and Secure Pass, focusing on enhancing user experience. Being part of a dynamic team and pushing boundaries has been incredibly rewarding. It's allowed me to grow both personally and professionally, and I'm excited to continue contributing to eMudhra's success in the future.

Pankaj Naik



With over two decades in Sales, Presales, and Go-to-market, alongside a Chartered Accountant background, I bring diverse expertise to eMudhra. Outside work, cricket and music are my passions, inherited from my father's electronics and music business. Joining eMudhra in February 2024 aligns with my vision of empowering digital transformations with trust and security. As the Country Manager, I aim to leverage my expertise in Sales, Technology, and Presales to drive growth and strategic alliances in the Philippines market. Excited to collaborate and innovate with eMudhra towards new horizons of success.

Rajat Gurnani



eMudhra is a Great Place to Work

eMudhra has been officially recognized as a Great Place to Work under the SME (Small Medium Enterprise) by the esteemed Great Place to Work Institute. We are honoured to join the esteemed community of other Great Place to Work-Certified companies across India.

At eMudhra, we hold a firm belief that our employees are the backbone of our organization, driving us towards equitable and sustainable development. This recognition reaffirms our commitment to creating an inclusive, integrated, inspiring, and welcoming work culture. At eMudhra, we firmly believe that our employees are the cornerstone of our organization, driving us towards equitable and sustainable development. This recognition reaffirms our dedication to cultivating an inclusive, cohesive, and inspiring work culture.

The certification by the institute acknowledges our collaborative efforts in fostering this culture. It has provided us with actionable insights and recommendations to further enhance our workplace environment. Additionally, it has positioned eMudhra as a contender for the institute's annual Best Workplaces List.

Through this assessment, we've gained valuable insights into our workplace dynamics, allowing us to identify our strengths and areas for improvement. We're enthusiastic about continuing our journey towards creating an even more exceptional workplace for our employees.

Great
Place
To
Work[®]

Certified

DEC 2023 - DEC 2024

INDIA

TM



CSR at eMudhra



At eMudhra, our Corporate Social Responsibility (CSR) initiatives are integral to our ethos, aimed at integrating social, environmental, and ethical considerations into our operations and engagements with stakeholders. The vision of our CSR efforts is to be a socially and environmentally responsive organization committed to enhancing the quality of life both within and outside our spheres of influence. At eMudhra, we emphasize imparting education for employment by enhancing vocational skills, particularly focusing on women's empowerment, health worker training, and socio-economic development through various programs encompassing environmental sustainability.

Key Dimensions of CSR at eMudhra

Environmental Responsibility: We actively minimize our ecological footprint by implementing measures to reduce pollution, waste, and resource consumption. This includes adopting sustainable practices such as implementing energy-efficient technologies, utilizing renewable energy sources, and promoting recycling and waste management.

Social Responsibility: Upholding human rights, fostering diversity and inclusion, and supporting community development are core tenets of our social responsibility initiatives. We ensure fair treatment of employees, provide safe working conditions, offer comprehensive training and development programs, and actively engage in community upliftment efforts.

Ethical Responsibility: eMudhra operates with integrity, transparency, and accountability, adhering strictly to laws and regulations while maintaining responsible supply chain practices.

Economic Responsibility: We contribute to the economic well-being of society by creating jobs, paying taxes, investing in local communities, and supporting small enterprises.

Our CSR endeavours are focused on prioritizing youth-centric activities, recognizing their significance as the future of our culture and civilization. Additionally, our CSR practices aim to boost employee morale, fostering a greater sense of purpose in their lives through active participation in these initiatives.



Project Puthri

Project Puthri is an initiative launched by the Avtar Group, an Indian talent strategy consulting firm, aimed at empowering underprivileged girls through education, skill development, and career guidance. "Puthri" stands for "Pioneering Unique Training for High-potential and talented Rural and Urban girls to high growth employment sectors." This grassroots initiative seeks to empower girls to claim their right to education, skill development, and sustainable career opportunities, benefiting those attending eMudhra-supported schools.

Key Initiatives

Puthri4Tech

A significant initiative, 'Puthri4Tech,' has been introduced for Grade 9-12 Puthri scholars, focusing on "Coding Without Computer" to provide practical knowledge and skills in technology. This approach ensures that scholars develop a profound understanding of coding principles and techniques, which are applicable in various real-world scenarios. This initiative equips Puthri scholars with a strong foundation in technology, enabling them to explore further in the field.

Puthri Career Choice Assessment

Another key component is the 'Puthri Career Choice Assessment' (PCCA), a unique self-assessment tool designed specifically for Indian students. PCCA aids Puthri Scholars in understanding their personality better to make informed career decisions. It provides insights into strengths, passions, and interests, facilitating the pursuit of dream careers.

Udyog Utsav

Additionally, 'Udyog Utsav' shines a spotlight on India's underprivileged daughters, assisting them in selecting educational courses and career paths to overcome poverty. This event features knowledge-sharing sessions by organizations on available career opportunities in various industries, aiming to inspire and motivate underprivileged girl children to pursue tertiary education, build sustainable careers, and contribute to India's growing economy.



Spoken Tutorial Health and Nutrition project - IIT Bombay

The Spoken Tutorial Health and Nutrition project at IIT Bombay provides invaluable guidance on Maternal Nutrition, Child Nutrition, General Nutrition, and COVID-related information. This initiative is driven by a team of esteemed Doctors, Nutritionists, and field officers, all boasting over a decade of experience. With a library of many videos available in over 18 recognized national languages of India, the project ensures widespread access to essential nutritional advice.

During the 2023-2024 period, eMudhra supported the creation of five new tutorials in the following categories:

- Instructions for SAFE App for Android users
- The importance of the golden hour and colostrum feeding
- Fat-rich vegetarian recipes
- Different types of fat
- WHO length-for-age Z Score

These new tutorials created with support from eMudhra have been meticulously translated into 11 languages, including English, Assamese, Bengali, Gujarati, Hindi, Kannada, Malayalam, Marathi, Oriya, Tamil, and Telugu. This extensive translation effort ensures that these valuable resources reach all communities, including those in remote and backward regions across India. By breaking language barriers, the project empowers individuals from diverse linguistic backgrounds with critical health and nutrition information, fostering better health practices and improving overall well-being across the nation.



Sri Pratyaksha Charitable Trust

eMudhra is honoured to support the Vishwavidhya Scholarship Scheme initiated by Sri Pratyaksha Charitable Trust. Launched in August 2020, this program is dedicated to providing higher education opportunities to deserving students while also promoting educational institutions that emphasize Indian culture, traditions, and values.

The Vishwavidhya Scholarship Program enables students to pursue undergraduate and postgraduate courses across various disciplines. Through a dedicated portal, students can apply for scholarships by providing details of their academic credentials, family background, income, course of study, and scholarship requirements.

Sri Pratyaksha Charitable Trust is committed to assisting deserving individuals in the fields of education, healthcare, culture, and heritage, and eMudhra is proud to contribute to this noble cause.

eMudhra is proud to support the Wetland Rovers Education Program at ATREE, benefiting over 150 students through field trips, nature trails, workshops, and classroom sessions. Our aim is to provide hands-on learning experiences, foster environmental awareness, and enhance educational outcomes for both students and teachers.

Ashoka Trust for Research in Ecology and the Environment (ATREE) is a respected nonprofit focusing on environmental conservation and sustainable development. ATREE works on biodiversity, water security, livelihoods, and climate change, recognized as a premier institution in the field. It's a Scientific and Industrial Research Organisation recognised by the Ministry of Science and Technology, Government of India, and ranked among the top 20 environmental think tanks globally (UPenn global ranking).



PLANTATION



CLASSROOM SESSION



WORKSHOP



NATURE TRIALS

Ashoka Trust for Research in Ecology and the Environment (ATREE)

Creating Digital Awareness through Skill-Based Training



Digital Security Training Session with Students and Faculty from Kristu Jayanti College

An interactive training session on Secured Software Development Lifecycle was conducted at Kristu Jayanti College and Don Bosco Engineering College, with over 100 participants. The session emphasized digital security, cybersecurity importance, vulnerability factors, and solutions to mitigate threats. Guidance on cybersecurity career paths was also provided. Additionally, eMudhra experts conducted a similar session for Surana College, focusing on digital transformation, identity security, and secure software development trends and techniques, including threat modelling and vulnerability assessment, along with career guidance in cybersecurity.

Key Takeaways

The overwhelming participation and enthusiasm displayed by attendees underscored the importance of digital transformation and security in today's world. Our CSR initiatives reflect our commitment to building a socially responsible organization that invests in the welfare of society. As the world increasingly embraces digital technologies, cybersecurity becomes paramount. The sessions conducted by our experts provided valuable insights into creating safe and secure digital solutions. Investing in the education and training of young minds exemplifies our dedication to fostering a digitally secure future and empowering the youth.



eMudhra's Commitment to ESG: Aligning Products and Services with Sustainable Goals

eMudhra, a prominent leader in digital security and transaction management, has strategically aligned its products and services with the Environmental, Social, and Governance (ESG) agenda. This alignment underscores the company's commitment to sustainable business practices and highlights its role in promoting a more sustainable and responsible global economy. Here's how eMudhra's offerings are integrated with each component of the ESG criteria:

Environmental Initiatives



Reducing Carbon Footprint: eMudhra's digital and paperless solutions, such as digital signatures and electronic documentation processes, substantially decrease the need for physical paper, thus reducing deforestation and pollution associated with paper production, transport, and disposal. By promoting paperless transactions, eMudhra helps organizations significantly lower their carbon footprints.



Energy Efficiency: The company's technologies are designed to optimize energy use, particularly in data centers and cloud services. eMudhra's platforms leverage advanced algorithms to ensure minimal energy consumption, which is crucial in reducing the overall environmental impact of digital operations.



Green Technology Adoption: eMudhra invests in and develops technologies that support sustainable business operations, including the use of renewable energy resources and eco-friendly infrastructure, further solidifying its commitment to environmental stewardship.

Pioneering Sustainable Operations for a Greener Future

eMudhra, a leader in digital identity and transaction management, is at the forefront of integrating sustainability into its operational strategy, underscoring its commitment to fostering a greener future. The company's dedication to sustainable practices is not only reshaping its business operations but also setting a benchmark in the industry for environmental responsibility.

Harnessing Green Technology

eMudhra has embraced green technology by implementing energy-efficient solutions in its headquarter and digital campus. The use of renewable energy sources such as solar power has significantly reduced the company's carbon footprint, making its operations cleaner and more sustainable. Additionally, eMudhra's cloud-based platforms are designed to optimize resource utilization, thereby minimizing energy consumption, and reducing waste.

Sustainable Digital Solutions

In its quest to promote environmental sustainability, eMudhra has developed digital solutions that help reduce paper use. The company's digital signature and paperless office solutions enable clients to execute transactions electronically, which drastically cuts down on paper consumption and waste. This not only supports the environment but also enhances operational efficiency and security for its clients.

Corporate Social Responsibility

eMudhra's commitment to sustainability extends beyond its business operations. The company actively participates in and sponsors various environmental initiatives and community and skill development programs. These initiatives not only contribute to environmental conservation but also foster a culture of sustainability among employees and communities.

Eco-friendly Business Practices

eMudhra has adopted several eco-friendly business practices, including recycling and responsible waste management. The company encourages its employees to participate in regular environmental awareness programs, ensuring that the workforce is knowledgeable about sustainable practices and motivated to implement them.

Partnerships for Sustainability

Understanding that collaboration is key to achieving significant environmental impact, eMudhra has partnered with like-minded organizations to promote sustainability. These partnerships focus on developing innovative solutions that can lead to more substantial energy savings and reduced environmental footprints across different sectors.

By embedding sustainability into its core operations, eMudhra is not only enhancing its corporate responsibility but also shaping a future where technology and nature coexist harmoniously. As eMudhra continues to lead by example, it paves the way for other companies to follow in its footsteps towards a more sustainable and environmentally conscious business landscape. The future eMudhra envisions is one where digital innovation goes hand in hand with ecological preservation, ensuring a better planet for future generations.



Championing Diversity and Inclusion

eMudhra is deeply committed to fostering diversity and inclusion (D&I) within its workplace, recognizing the rich value that diverse perspectives and experiences bring to the organization. The company's initiatives are designed not only to support a diverse workforce but also to create an inclusive culture where every employee feels valued and empowered to contribute to their fullest potential. Here's a closer look at how eMudhra promotes diversity and inclusion across its operations:

Recruitment and Hiring Practices

eMudhra ensures its hiring practices are fair and inclusive by employing a structured recruitment process that seeks to minimize biases. The company utilizes diverse hiring panels and standardized interview processes that help evaluate candidates based on skills and potential rather than background. eMudhra also actively works to attract talent from varied demographic groups, including women, people from different ethnic backgrounds, and differently-abled individuals, ensuring a broad spectrum of talent acquisition.

Training and Development

To support its D&I objectives, eMudhra invests in regular training programs aimed at educating employees about the importance of diversity and inclusion. These programs include sensitivity training, unconscious bias workshops, and leadership development focused on managing diverse teams effectively. By equipping employees with the knowledge and skills to navigate a diverse workplace, eMudhra strengthens its organizational culture and enhances team collaboration.

Inclusive Culture

eMudhra's commitment to inclusion is evident in its efforts to cultivate a workplace environment where everyone can thrive. This includes policies and practices that encourage open communication. The company supports various employee-led groups and committees that represent different cultures, gender, and backgrounds, promoting a sense of community and mutual respect among staff.

Career Advancement

eMudhra provides equal career advancement opportunities to all employees. The company's performance evaluation and promotion processes are designed to be transparent and merit-based, ensuring that all employees can advance within the company regardless of their background or identity. By doing so, eMudhra not only promotes fairness but also motivates its workforce by recognizing and rewarding talent and hard work.

Leadership Commitment

Crucially, eMudhra's leadership plays a proactive role in D&I efforts. Top executives and managers are not only advocates but also role models of inclusive behavior. This top-down commitment is critical in embedding D&I into the company's DNA and ensures that diversity and inclusion remain central to the company's ethos and business strategy.

At eMudhra, diversity and inclusion are more than just policies—they are integral to the company's identity and operations. Through its comprehensive D&I strategies, eMudhra not only enhances its organizational effectiveness but also demonstrates its commitment to social responsibility. This holistic approach not only enriches the work environment but also positions eMudhra as a leader in fostering an inclusive, equitable, and diverse corporate world.



Board of Directors

Mr. Venkatraman Srinivasan, Executive Chairman

Dr. Nandlal L. Sarda, Independent Director

Mr. Manoj Kunkalienkar, Independent Director

Ms. Chandra Iyer, Independent Director

Mr. Chandrasekar Padmanabhan, Independent Director

Mr. Venu Madhava, Whole Time Director

Bankers

Kotak Mahindra Bank (Principal Banker)

ICICI Bank Ltd.

Karur Vysya Bank Ltd.

Canara Bank Ltd.

Auditor

Suri & Co. Chartered Accountants

Internal Auditor

CNGSN & Associates LLP, Chartered Accountants

WebTrust Auditor

BDO



Company Details

Legal Advisors

Shardul Amarchand Mangaldas & Co.

Executive Management

Mr. Venkatraman Srinivasan - Executive Chairman

Mr. A.M. Kiran, SVP - Operations and Administration

Mr. Arvind Srinivasan, EVP - International Sales and Marketing

Mr. Biju Varghese, EVP – Alliance, Partnerships & APAC

Mr. Janarthanan S, SVP & Head - Customer Success

Mr. Johnson Xavier - Company Secretary and Compliance Officer

Mr. Kaushik Srinivasan - EVP - Product Engineering and
Technology

Mr. Venu Madhava - Whole Time Director and Head –
Legal and Human Resources

Mr. Ritesh Raj Pariyani - Chief Financial Officer

Corporate Office

eMudhra Digital Campus

Plot No 12-P1-A & 12-P1-B,

Hi-Tech Defence and Aerospace Park (IT sector),

Jala Hobli, BK Palya Bangalore

Bangalore KA 562149 IN



Financial Summary

FY2024 Performance Highlights

- Revenue growth driven by Enterprise Solutions primarily due to penetration in new geographies, upselling to existing customers in existing markets, increased deal values in cyber security
- Strong EBITDA and PAT growth and margins maintained with reinvestment of margins to drive growth. ESOP and other one time expenses of Rs 56.5 mn has been adjusted to arrive at Adjusted EBITDA & EBIT. The net effect of this (After tax) in Adjusted PAT is Rs 42.3 Mn
- Company continues to generate strong cash flows as a result of underlying profitable business model and is debt free

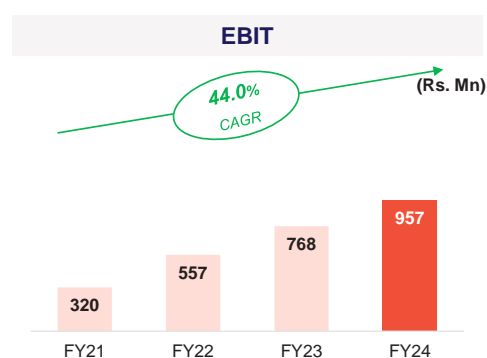
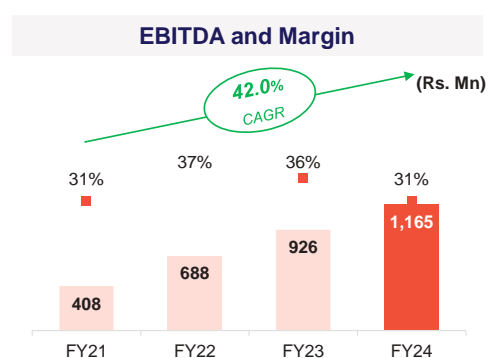
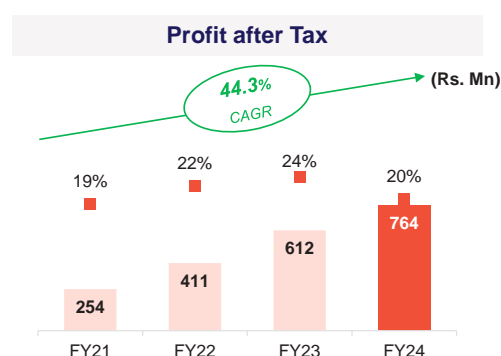
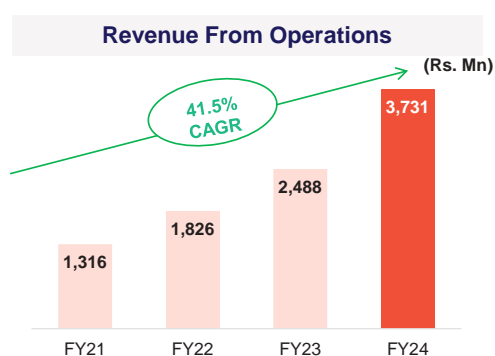
Total Income from Operations

Rs. 3,800 Mn

+ 49.6% YoY

EBITDA	EBIT	Net Profits
Rs. 1,165 Mn	Rs. 957 Mn	Rs. 764 Mn
+ 25.8% YoY 30.6% Margins	+ 24.6% YoY 25.2% Margins	+ 24.8% YoY 20.1% Margins
Adj. EBITDA	Adj. EBIT	Adj. Net Profits
Rs. 1,221 Mn	Rs. 1,013 Mn	Rs. 806 Mn
+ 27.5% YoY 32.1% Margins	+ 26.8% YoY 26.7% Margins	+ 25.2% YoY 21.2% Margins
Cash flow from Operations		Dividend
Rs. 835 Mn		Rs. 1.25 per share
90.1% of PBT		12.8% on EPS

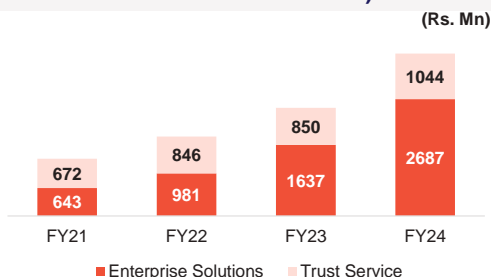
Financial Performance



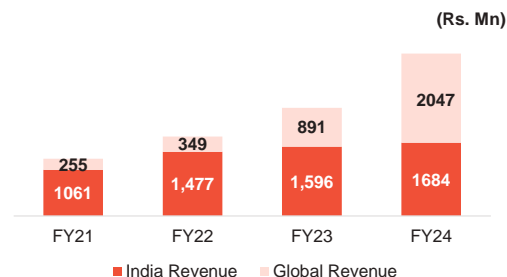
Key Business Indicators

Revenue has been shifting more towards enterprise solutions and overseas markets with recurring revenues of 67% in the current year vs 65% previous year

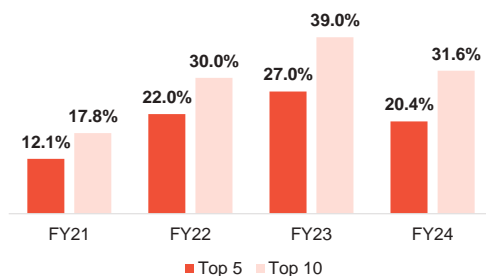
Revenue Mix (Enterprise Solutions & Services /Trust Services)



Revenue Mix - Geography

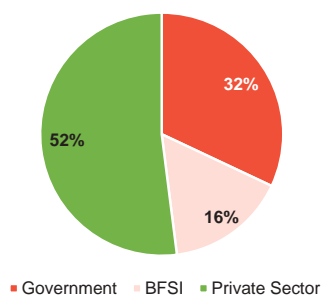


Revenue Concentration – Top 5/10

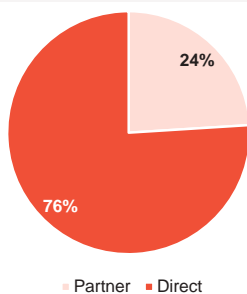


Enterprise Solutions – Operational Performance

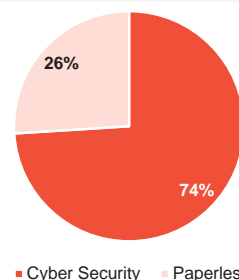
Revenue Breakup by Sector



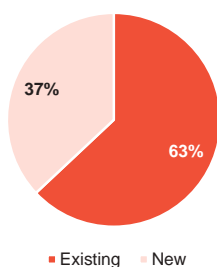
Revenue Breakup (Partner/Direct)



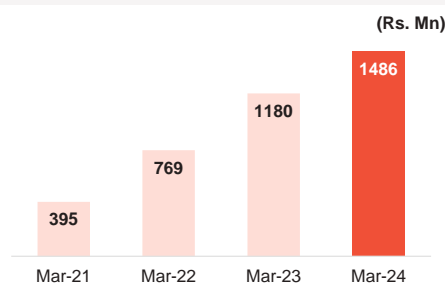
Revenue Break Up by Product



Existing vs New Customer by Value



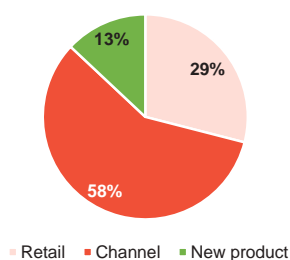
Opening Solution Order Book



Trust Services – Operational Performance

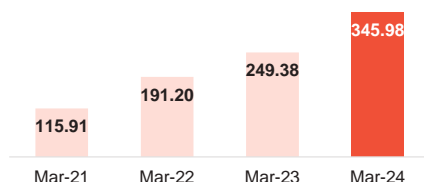
“Brand” positioning helped drive stickiness in channel and growth in retail despite partner model change

Revenue break up by segment



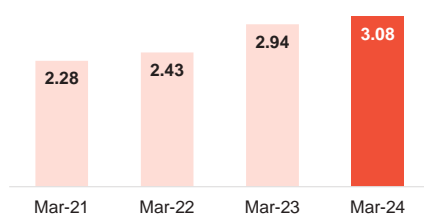
of Users (Retail)

(in '000)



of DSC issued

(in. Mn)



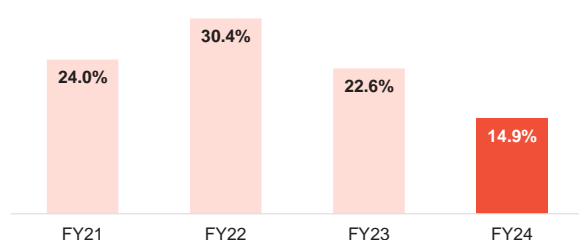
- Trust Services continues to see price stability and volume growth as per industry growth estimates across Channel post model shift from master partners to sub partners
- Retail base continues to grow in line with historical trends as brand awareness for eMudhra continues to grow and we continue to maintain ubiquity of acceptance of certificates
- eSign saw healthy traction from BFSI/eGovernance with significantly increased volume
- SSL/TLS saw significant increase as a result of steady flow of enterprise SSL/TLS leads and targeted reach out strategy

* Based on # of eKYCs done

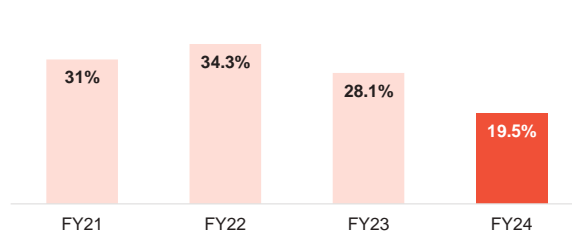
Strong Return Ratios

Demonstrated efficient use of capital with a focus on RoE *

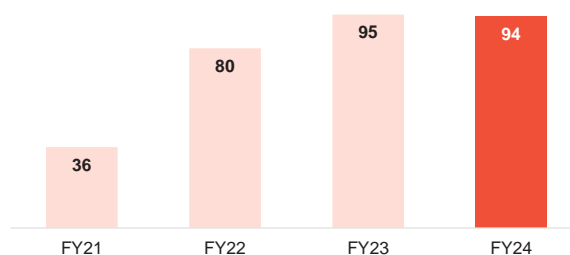
Return on Equity %



Return on Capital Employed %



Trade Receivables - Collection days



RoE and RoCE figures in FY24 are based on increased capital base as a result of IPO & QIP

Annual General Meeting Notice



ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 16th Annual General Meeting of the members of eMudhra Limited, will be held on Thursday, June 27, 2024, at 11:00 a.m. IST through Video Conferencing / Other Audio-Visual Means without the physical presence of the members at a common venue, to transact the following business. The venue of the meeting shall be deemed to be the registered office of the company.

Ordinary Business

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To Declare Dividend on Equity Shares for the financial year 2023-24
3. To appoint a director in place of Mr. Venu Madhava (DIN: 06748204), who retires by rotation and, being eligible, offers himself for re-appointment.

**Date and Place: April 29, 2024,
Bangalore**

CIN: L72900KA2008PLC060368

**By the Order of the Board of Directors of
EMUDHRA LIMITED**

Registered Office:

eMudhra Digital Campus,
No. 12-P1-A & 12-P1-B,
Bangalore IT Park Industrial Area,
B K Palaya, North, Jala Hobli, Bengaluru,
Karnataka 562149
Email id: corporate@emudhra.com
Website: www.e-mudhra.com
Tel No: 0804848 4001

[Johnson Xavier]
[Company Secretary & Compliance Officer]
[Membership No. A28304]

NOTES

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, and No. 11/2022 dated December 28, 2022 and Circular dated January 15, 2021 read with Circular dated May 12, 2020 issued by the Securities and Exchange Board of India (collectively referred to as “Circulars”), has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Circulars, the Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM.
2. The AGM is being held pursuant to the MCA and SEBI circulars through VC/ OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip, and route map of AGM are not annexed to this notice.
3. In line with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.emudhra.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of M/s. Link Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e., <https://linkintime.co.in>.
4. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at eMudhra Digital Campus, No. 12-P1-A & 12-P1-B, Bangalore IT Park Industrial Area, B K Palaya, North, Jala Hobli, Bengaluru, Karnataka 562149 India, which shall be the deemed Venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.

5. Since this AGM is being held through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. M/s. Link Intime India Private Limited, Registrar & Transfer Agent of the Company ("RTA"), shall be providing the facility for voting and attending the AGM through VC. Members may note that the VC facility provided by RTA allows participation of upto 1,000 members on a first-come-first-served basis. The members (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Board Governance Committee and Stakeholders Relationship Committee, auditors, scrutinizers, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. The detailed instructions for remote e-voting, participation in the AGM through VC and for e-voting during the AGM are provided in **Annexure A** attached to this Notice.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

ANNEXURE A

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS users can visit the e-Services website of NSDL viz... <https://eservices.nsd.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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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 held 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 name i.e., LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, the user will be provided links for the respective ESP i.e., LINKINTIME. Click on LINKINTIME and user will be redirected to “InstaVote” website for casting the vote during the remote e-Voting period.
3. 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 name i.e., LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

There are no shareholders in our Company holding shares in physical form.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e., Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

There are no shareholders in our Company holding shares in physical form.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Date and Place: April 28, 2023, Bangalore

CIN: L72900KA2008PLC060368

Registered Office:

eMudhra Digital Campus,
No. 12-P1-A & 12-P1-B,
Bangalore IT Park Industrial Area,
B K Palaya, North, Jala Hobli,
Bengaluru, Karnataka 562149
Email id: corporate@emudhra.com
Website: www.e-mudhra.com
Tel No: 0804848 4001

**By the Order of the Board of Directors of
EMUDHRA LIMITED**

Sd/- [Johnson Xavier]
[Company Secretary & Compliance Officer]
[Membership No. A28304]



Director's Report

Director's Report

To,
The Members,
eMudhra Limited

Your directors take pleasure in presenting the 16th Annual Report on the business and operations of your company ("the company" or "eMudhra) along with the audited financial statements for the year ended March 31, 2024. Unless it is expressly specified all references in this report pertains to consolidated performance of the Company.

1. Results of our Operations:

(All amounts are in INR million, unless otherwise specified)

Particulars	Standalone		Consolidated	
	FY 2024	FY 2023	FY 2024	FY 2023
Revenue from operations	1,832.59	1,640.22	3,731.19	2,487.57
Other income, net	79.51	56.50	69.21	52.99
Total revenue	1,912.10	1,696.72	3,800.40	2,540.56
Expenses				
Operating expenses	195.81	187.75	888.62	300.55
Purchase of stock-in -trade	354.42	285.48	354.42	287.62
Changes in stock of finished goods	(19.01)	6.91	(19.01)	11.04
Employee benefit expenses	574.40	491.64	812.88	643.61
Finance costs	22.00	33.77	30.05	33.85
Depreciation and amortisation expense	154.15	123.36	208.09	158.45
Other expenses	343.85	298.04	598.73	371.65
Total expenses	1,625.62	1,426.95	2,873.78	1,806.79
Profit/(Loss) before exceptional items and tax	286.48	269.77	926.62	733.79
Exceptional items	-	-	-	-
Profit/(Loss) before tax	286.48	269.77	926.62	733.79
Tax expense				
Current tax	38.32	62.05	121.27	112.61
Deferred tax	41.94	7.98	41.83	9.20
Total tax expenses	80.26	70.03	163.10	121.81
Profit/(Loss) for the year	206.22	199.74	763.52	611.98
Other comprehensive income				
Items that will not be reclassified to profit or loss:				
Exchange differences on translation of foreign operations (net of tax)	-	-	2.22	(43.96)
Other comprehensive income/(loss) for the year	(0.49)	(4.00)	0.89	(48.61)
Total comprehensive income for the year	205.73	195.74	764.41	563.37
Profit is attributable to				
Owners of eMudhra Limited			750.64	616.77
Non-controlling interests			12.88	(4.79)
Other comprehensive income attributable to				
Owners of eMudhra Limited			0.89	(48.61)
Non-controlling interests			-	-
Total comprehensive income attributable to				
Owners of eMudhra Limited			751.54	568.16
Non-controlling interests			12.88	(4.79)
Earnings per share (Nominal value of share INR 5/- each)				
Basic	2.61	2.60	9.74	8.35
Diluted	2.61	2.60	9.50	8.01

2. Dividend

During the year, your directors propose to recommend final equity dividend at 25% on the paid-up equity share capital.

The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is available on the Company’s website at <https://emudhra.com/Docs/DIVIDEND-DISTRIBUTION-POLICY.pdf>. Though the dividend proposed to be given works out to more than that envisaged in the policy based on parent company’s profits, considering the consolidated net profits the dividend proposed is considered reasonable.

3. Retained Earnings

The closing balance of the retained earnings of the Company for FY 2024, after all appropriations and adjustments was INR 1952.74 million and INR 777.93 million on consolidated and standalone basis respectively. The company has not transferred any amount to any specific reserves during the fiscal.

4. Company’s Structure

The company has 9 subsidiaries as on March 31, 2024, out of which 2 are Indian subsidiaries and the rest are foreign subsidiaries (list of subsidiaries are provided in point no. 27 with description of activities performed by each). While all the subsidiaries except PT eMudhra Technologies Indonesia are 100% subsidiaries, in PT eMudhra Technologies Indonesia, the Company owns 60% and the remaining 40% is held by outsiders who are local residents in Indonesia and/or who know the local business in Indonesia. The Company’s US subsidiary viz eMudhra Inc owns 51% interest in Ikon Tech Services LLC and the results of Ikon Tech Services LLC are consolidated with eMudhra Inc.

In terms of section 136 of the Companies Act, 2013, the company has not attached the financial statements of the subsidiary companies. The financial information about the foreign and Indian subsidiary companies have been duly audited by the respective qualified auditors wherever required. For consolidation under Ind AS these are audited by Company’s statutory auditors. The consolidated financial statements presented by the company, which form part of this annual report are also based on the financial statements of its subsidiary companies.

The financial statements of subsidiaries are available in our website in the link www.emudhra.com

5. Management Discussion and Analysis

Management Discussion and Analysis as required under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) is provided separately in the Report.

6. Transfer of Unpaid Dividend to Investor Education and Protection Fund

The company has paid all the dividends declared by the company to the beneficiaries within 30 days and there are few unpaid dividends as on the balance sheet date and the list of unpaid dividends is uploaded on the website of the company. Since, the prescribed period is not over in respect of these unpaid dividend, no amount has been transferred to Investor Education and Protection Fund.

7. Review of Business operations including its subsidiaries

The consolidated financial statement of the company represents audited financials of eMudhra Limited with its 100% subsidiaries, eMudhra Consumer Services Limited, India, eMudhra Technologies Limited, India, eMudhra (MU) Ltd, Mauritius, eMudhra DMCC, UAE, eMudhra PTE LTD, Singapore, eMudhra INC, USA, eMudhra B.V, The Netherlands, eMudhra Kenya Limited, Kenya and 60% subsidiary - PT eMudhra Technologies Indonesia, Indonesia. The financials of Ikon Tech services LLC is consolidated with the financials of eMudhra Inc as eMudhra Inc holds 51% partnership interest in Ikon Tech Services LLC.

During the year under review there has been a considerable improvement in our operations and positioning.

Our Solutions:

Our enterprise solution business saw a considerable growth of 138.2% Globally during the year 2023-24. The enterprise solution business in India marginally declined by 14.3% due to our refocus into more of our own software rather than bundling with third party components and hardware. This refocus has been done to contain the receivables. During the year we further strengthened our “one stop shop” positioning on cyber security and paperless transformation by introducing new products viz Certinext and emSign Hub. **Zero Trust** or in other words **never trust always verify** has become the name of the game in view of the global increase in cyber frauds and crimes. The company has become one stop shop towards this Zero Trust by offering Trust Services (emSign Hub) as one of the layers and solution for secure online access (SecurePass), public key infrastructure (emCA), paperless workflow (emSigner) and certificate life cycle management (CertiNext). Our products and solutions have international reach and very few competitors globally. Even those competition are on one specific segment and none of the competitors have one stop shop positioning as eMudhra. This puts us in a unique positioning in the global markets.

Coming to SecurePass, the product (which was originally called emAS) has become a complete identity and access management suite with multi-factor authentication, single sign-on and mobile enabled covering data at rest and data in transit and IoT device security and is being used by several major banks.

Our PKI product **emCA** has been further strengthened to take care of Root PKI, enterprise PKI, managed PKI with ability to issue user certificates, device certificates and trusted SSL/TLS and other certificates. emCA is a one stop shop PKI solution encompassing certificate issuances, certificate management and other crypto operations such as signing, encryption and decryption. It is platform agnostic with multi environment and database support. It supports various protocols such as ACME, SCEP, CMP and EST. And it has capability to issue EMV and TLV type of certificates apart from x509 V3 to address certificate requirements in IoT and card



payment industries. This product is being used by certifying authorities, defence, banking, and telecom establishments globally.

Our paperless workflow product **emSigner** caters to digital signature workflow management, global digital signature, stamping support, server-side signing, remote signing, and client-side signing. This product has also been verticalized for banking industry, pharma industry and certain other industries so that the specific nuances of the industry are taken care of in the product. emSigner offers comprehensive product capability, features, and depth to eliminate paper using eSignatures across range of scenarios cutting across various sectors and segments of customers. It is not just a signing platform but can act as a source system to allow origination of any signed document into an enterprise. It has comprehensive audit trails, predefined connectors, and integration with host of third-party trust service providers. For Indian market it is specifically integrated with eSign and eStamping framework. It is being offered in on prem, private cloud and public cloud model. It is being listed in other marketplaces. emSigner is used as a paperless transformation tool in major banks, financial and other enterprises in India, UAE and other countries including USA. Several additional features have been built into emSigner last year.

Our certificate life cycle management product **CertiNext** caters to discovery and life cycle management, key/certificate management, auto provisioning of certificates and DevSecOps/container-based security. This product is being solutioned to offer a comprehensive discovery plus certificates plus PKI capability so that entire certificate life cycle with automatic provisioning can be taken care of. This product is a new product and has been selected by one of the large banks.

International Positioning:

As you are aware in 2022-23, we had established a good foothold in major markets in the Middle East and Africa. Fortunately, we have been able to solidify our brand and involvement in the mid-large to large-cap sector in the region. During 2023-24, with the acquisition of Ikon Tech Services LLC we have been able to strengthen our presence in the North American market. We are being treated as a vendor of choice by a major system integrator across Europe and imminently North America for PKI and emSigner. We have rolled out most variants of Managed PKI use cases across geographies to serve as a reference and knowledge base for further re-selling along similar models. In South America one of the country's central banks has been our customer, which is leading to many other conversations in the region. On Trust Services we have aligned with one Trust Service Provider in Chile and one in Peru to set up issuing CA based on our emSign root CA and issue certificates locally. In Indonesia we have won our first large deal from a large public sector corporate for our emSigner with eStamping and mobile application. This has paved the way for many other conversations in the region. With all these, our international revenue increased by 138.2 % during 2023-24.

Certifications, Accreditations and Membership in International Bodies:

We have obtained a variety of accreditations, security and compliance certifications which we maintain on an ongoing basis, for example, WebTrust Accreditation to provide services as a public certifying authority globally and list our digital signature certificate roots with renowned browsers. We have received certifications of compliance with the standards prescribed under CMMI Level 5 – Software Development Lifecycle Maturity, ISO 27001:2013, ISO 27018:2014,

ISO9000-2015, ISO20000-1:2018, SOC2 Type 2 – Cloud Information Security, ISO 22031:2019 and certification for EAL 4+ Common Criteria by the Cyber Security Agency of Singapore.

Revenue Growth

Enterprise Solution- India

The enterprise business division of India region has shown a decline by 14.3 %, due to our refocus into more of our own software rather than bundling with third party components and hardware. This refocus has been done to contain the receivables.

Enterprise Solution- Rest of the world

During 2023-24, the enterprise business division of rest of the world region has grown by 138.2 % (Including IKON) as compared to year 2022-23. The growth was driven by deeper penetration for our solutions in the Middle East and Africa region and USA. The company also scored some wins in the Europe and Asia Pacific region. With several marquee reference customers in global markets, the company is in a good position to capture the growth opportunity available for its solutions.

Trust Services

The revenue from Trust Services has grown by 22.8% as compared to last year 2022-23 due to price correction in this year on the DSC segment with further contribution by eSign sales and SSL sales.

8. General:

Revenue from operation of the company on standalone basis for the year ended 31st March 2024 was Rs 1832.59 million showing an overall increase of 11.7% as compared to previous year revenue of Rs. 1640.22 million. As indicated earlier while the Trust services business has grown by 22.8%, the enterprise business in India declined by 14.3%.

The EBITDA has grown by 8.4% to Rs 462.63 Million during the reporting period from Rs. 426.89 million during the previous year. EBITDA for the financial year is 24.2 % of total revenue as compared to 25.2% in the last financial year.

The profit before tax and appropriations for the year under review is Rs. 286.48 million as compared to a profit of Rs. 269.77 million during the previous year showing an increase of 6.2%.

The Profit after tax and before appropriations in the financial Statement for the year is Rs. 206.22 million as compared to a profit of Rs. 199.74 million during the previous financial year.

The basic and diluted earnings per share on a standalone basis increased to Rs. 2.61 per equity share with a face value of Rs.5 per share from Rs. 2.60 per share, showing an increase of 0.5%.

The consolidated revenue of the company for the reporting period was Rs 3731.19 million as compared to Rs. 2487.57 million in FY 2023 showing growth of 50 % in consolidated revenue.

The consolidated EBITDA for the year under review is Rs 1164.76 million as compared to Rs. 926.09 during the previous year showing a growth of 25.8% as compared to previous year.

The Profit before tax and before appropriations in the consolidated financial Statement for the year is Rs 926.62 million as compared to a profit before tax of Rs. 733.79 million during the previous financial year showing a growth of 26.3%.

The Profit after tax and before appropriations in the consolidated financial Statement for the year is Rs 763.52 million compared to a profit of Rs. 611.98 million during the previous financial year showing a growth of 24.8%.

The basic earnings per share on a consolidated basis increased to Rs.9.74 per equity share with a face value of Rs.5 per share from Rs 8.35 per share in the last financial year.



Key Financial Ratios

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediate previous financial year) in key sector-specific financial ratios. The Company has identified the following ratios as key financial ratios; on a stand alone.

Ratio	Numerator	Denominator	For the year ended March 31, 2024	For the year ended March 31, 2023	Variance %	Reason for major variance
Current Ratio	Current Assets	Current Liabilities	7.90	3.87	104	During the year the company has made Qualified institutional placement and the proceeds from the issue is utilised as per the objects of the issue and the pending utilisation is deposited with the banks resulting in increase as compared to the previous year
Debt equity Ratio	Total Debt	Shareholders Equity	-	-	-	
Debt Service Coverage ratio	Earning for debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of PP&E	Debt Service = Interest and principal repayments including lease payments.	-	1.07	(100)	The company does not have any outstanding debt in the current year.
Return on Equity Ratio	Net Income	Average Shareholder Equity	0.05	0.09	(46)	During the year the company has made Qualified institutional placement and thereby the equity base is increased compared to the previous year which resulted in decrease in the ratio
Inventory Turnover Ratio	COGS	Average Inventory	13.41	11.99	12	No major variance
Trade Receivables turnover ratio	Revenue from operations	Avg Accounts Receivable	4.51	5.03	(10)	No major variance
Trade Payables turnover ratio	Purchases of hardware	Avg Accounts payables	1.81	3.68	(51)	The ratio has improved since the company could make the payment to the creditors as due and increase in business operations during the year.
Net capital turnover ratio*	Revenue from operations	Working Capital	3.04	4.05	(25)	No major variance
Net profit ratio	Net Profit	Revenue from operations	0.11	0.12	(8)	No major variance
Return on Capital employed	EBIT (Earnings before interest and tax)	Capital Employed (Total Assets - Current Liabilities)	0.06	0.09	(38)	During the year the company has made Qualified institutional placement and thereby the equity base is increased compared to the previous year which resulted in decrease in the ratio
Return on investment**	Net income	Cost of investment	0.03	0.06	(56)	During the year, the company has redeemed the investments and fixed deposits for operations which resulted in decrease in the ratio.

* The Working capital considered as denominator does not include cash and cash equivalents and current investments.

** Cost of investment considered as denominator includes fixed deposit made with banks and Net income considered as numerator includes interest earned on fixed deposits

The Return on Equity ratio and Return on Capital employed ratios are lower due to IPO and QIP made by the company in 2022-23 and 2023-24, the benefits of which will accrue over future years.

9. Events occurring after Balance Sheet date

There are no significant events after the balance sheet date which is likely to affect financial position/results of the Company in a significant way.

10. Material changes and commitment if any affecting the financial position of the company occurred between the end of the financial year to which these financial statements relate and the date of the report

There are no material changes and commitments affecting the financial position of the company other than the matters disclosed under “events occurring after the balance sheet date”.

11. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The provisions of Section 134(m) of the Companies Act, 2013 relating to conservation of energy and technology absorption do not apply to our company.

The disclosure of foreign exchange earnings and outgo for eMudhra Limited, in terms of provisions of Section 134 (3)(m) read with Rule 8 of the Companies (Accounts) Rules, 2014 are given hereunder:

Foreign Exchange	2023-2024	2022-2023
Earnings	211.34	47.76
Outgo	9.69	9.58

12. Corporate Social Responsibility (CSR) initiatives

CSR initiatives and activities are aligned to the requirements of Section 135 of the Act. The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure A of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The vision of our CSR initiatives is for eMudhra to be a socially and environmentally responsive organisation committed to improve quality of life within and outside. We at eMudhra focus on imparting education for employment by enhancing the vocation skills especially women skilling and empowerment, skilling and empowerment of health workers, and socio-economic development through training and student empowerment programs relating to various areas including environment and sustainability. The Annual Report on our CSR activities is appended as Annexure A to the Board’s report.

The company’s CSR Policy is available on the Company’s website at www.emudhra.com

13. Internal Financial Control Systems and their Adequacy

eMudhra has an **effective Internal Financial Control System** where policies and internal controls adopted, assist in achieving management’s objective of efficient conduct of business - which includes:

- Adherence to policies,

- Safeguarding of assets,
- Prevention and detection of fraud and error,
- Accuracy and completeness of the accounting records, and
- Timely preparation of reliable financial information

The internal financial control system also comprises of the below procedures:

- Authorisation matrix for approval of expense and revenue Pricing
- Internal Check and Control - Finance approval for issuance of P.O, Vendor Invoice approval, Online payment approval etc.
- Upgraded Accounting Package
- Cost centre wise data recording
- Weekly reconciliation of bank accounts
- Monthly closure of books of accounts
- Yearly physical verification of assets
- Ensuring statutory payments and returns are filled within respective due dates
- Policies and procedures for DSC issuance as per approved CPS by CCA
- ISO 9001 (QMS), ISO 27001 (ISMS) and ISO 20000-1 (IT Services), ISO27018 (Protection of personal information in cloud), GDPR and CMMI L5
- Several daily, weekly, and monthly reports for analysis

Reporting:

- Daily sales and operating MIS
- Weekly reporting of fund position
- Monthly MIS report
- Cost centre reporting- branch/vertical wise
- Other reports on need basis
- Daily collection report
- Fortnightly receivables report
- Several reports on DSC, Retail business and lead management for enterprise division

Monitoring:

- Online Access of all operating bank accounts for continuous monitoring
- Monthly financial review
- Quarterly internal audit
- Quarterly review of accounts by the statutory auditors
- Yearly audit by statutory auditors
- Monitoring of all statutory compliances
- CCA internal audit and yearly CCA external audit
- emSign internal audit and yearly external audit by M/s BDO Malaysia
- ISO and other quality certification surveillance audits

These financial control systems are considered adequate for the size of the company and nature of its business

14. Particulars of loans, guarantees or investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the audited financial statements and the same is disclosed in note no. 6 and note no 16 of consolidated audited financial statements.

The company has an outstanding investment of Rs 1159.79 million [2023: 524.02 million] in equity shares of various subsidiary/associate companies and has a loan outstanding of INR 2.81 million [2023: INR 10.81 million] from eMudhra Limited to eMudhra employees Stock Stock Options Trust.

15. Board of Directors and Key Managerial Personnel

Composition of the Board of Directors ("Board") is in terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on March 31, 2024, the Board of Directors of your Company comprised of six Directors, viz., two Executive Directors and four Independent Directors including one woman Director. In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Venu Madhava will retire by rotation at the ensuing AGM and being eligible, offer himself for re-election. The Board has recommended his re-election.

As on March 31, 2024, the Company had designated the following as Key Managerial Personnel:

Sl. No.	Name	Designation
1.	Venkatraman Srinivasan	Executive Chairman
2.	Venu Madhava	Whole-Time Director
3.	Ritesh Raj Pariyani	Chief Financial Officer
4.	Johnson Xavier	Company Secretary

*Mr. Saji K Louiz, Chief Financial Officer of the Company has resigned from the company due to personal reasons w.e.f. November 17, 2023, and subsequently Mr. Ritesh Raj Pariyani was appointed as Chief Financial Officer w.e.f. February 05, 2024.

16. Committees of the Board

The details of the powers, functions, composition, and meetings of the Committees of the Board held during the year are given in the Report on Corporate Governance section forming part of the Annual Report.

17. Board Meetings

The Board of Directors of the Company met seven times during the year under review. The details of these Board Meetings are provided in the Report on Corporate Governance section forming part of the Annual Report. The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

18. Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance and performance of board committees, and individual directors pursuant to the provisions of the companies Act and SEBI Listing Regulations. The performance of the board was evaluated by the Board after seeking inputs from all the directors based on criteria such as the board composition and structure, effectiveness of board processes, information, and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members based on criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India (SEBI) on January 5, 2017. In a separate meeting of independent directors, performance of non-independent directors, the Board as a whole and Chairman of the Company were evaluated, considering the views of executive directors and non-executive directors.

Performance of individual directors based on criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. was also carried out. At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors were also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

19. Policy on Directors' Appointment and Remuneration and Other Details

The company appoints directors based on need. They are selected based on merit and their appointment, remuneration and other eligibility parameters are vetted by the Nomination and Remuneration Committee. The nomination and remuneration committee currently consists of Dr N. L. Sarada, chairman, Mr Manoj Kunkalienkar and Ms. Chandra Iyer.

The Company's policy on appointment of directors is available on the Company's website at www.emudhra.com. The policy on remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report and is also available on the Company's website at www.emudhra.com.

20. Corporate Governance

Your Company has taken adequate steps to adhere to all the stipulations laid down in the Listing Regulations. A report on Corporate Governance is disclosed separately in the Annual Report.

21. Internal complaints committee

The Company has constituted an Internal Complaints Committee (IC) to consider and resolve all sexual harassment complaints reported by women. The constitution of the IC is as per the Sexual Harassment of women at workplace (Prevention Prohibition and Redressal) Act, 2013. There were no cases reported during the financial year 2023-24.

22. Declaration by independent directors

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the independent directors of the company have submitted their declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company. During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, and reimbursement of expenses, if any.

23. Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in prescribed format is available at the Company's website www.emudhra.com.

24. Secretarial Standards

The Company complies with all applicable mandatory secretarial standards issued by the Institute of Companies Secretaries of India.

25. Particulars of Employees

The information under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I. The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2023-24:

Name	Ratio of Remuneration of each Director to median remuneration of Employees	% Increase in remuneration in the financial year
Non-executive Directors:		
Manoj Kunkalienkar	2.92	-12.12%
N L Sarda	3.19	-11.21%
Chandra Iyer	2.92	-8.39%
Chandrasekar Padmanabhan	3.46	5.6%
Executive Directors:		
V. Srinivasan, Executive Chairman and Director**	-	-
Venu Madhava, Whole Time Director	10.42	0.5 %

** Has not been paid any remuneration or commission from eMudhra Limited and subsidiary during the FY2024.

II. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2023-24:

Name	Remuneration for FY2023-24 (INR in Million)	% Increase in Remuneration in FY 2022-23
Executive Directors:		
V. Srinivasan Executive Chairman and Director	-	-
Venu Madhava Whole Time Director	5.77	0.5 %
Chief Financial Officer:		
Saji Louiz*	4.32	-
Ritesh Raj Pariyani*	2.05	-
Company Secretary:		
Johnson Xavier	2.90	-8.1%

*Mr. Saji K Louiz, Chief Financial Officer of the Company has resigned from the company due to personal reasons w.e.f. November 17, 2023 and subsequently Mr. Ritesh Raj Pariyani was appointed as Chief Financial Officer w.e.f. February 05, 2024.

- The percentage increase in the median remuneration of the employees of the Company for the financial year 2023-24 was 17.5%
- The number of permanent employees on the rolls of Company: There were 733 (Seven Hundred and Thirty Three) permanent employees on the rolls of eMudhra Limited as on March 31, 2024. The total number of employees on eMudhra and group companies are 817 (Eight Hundred and Seventeen)
- It is Affirmed that the remuneration is as per the nomination and remuneration policy of the Company, which is published in www.emudhra.com

26. Directors' responsibility statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors to the best of their knowledge hereby state and confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2023- 24.

27. Subsidiaries, joint ventures, and associate companies

During this year, your company has made additional investment of INR 453.92 million by way of subscription to 5,481,000 equity shares of eMudhra INC, USA, a subsidiary company, at a face value of USD 1 per share.

The financial statements together with related information and other reports of the material subsidiaries are available on the website at www.emudhra.com.

Your Company's policy on material subsidiary is also available on the website at www.emudhra.com.

In accordance with Section 129 (3) of the Act, a separate statement containing salient features of the financial statement of the subsidiaries of the Company in Form AOC-1 is given in Annexure C.

SL.NO	SUBSIDIARY	COMPANY PROFILE
1	eMudhra Technologies Limited	<ul style="list-style-type: none"> • The company is a WebTrust accredited global certifying authority and is also engaged in providing solutions and associated services around PKI technologies.
2	eMudhra Consumer Services Limited	<ul style="list-style-type: none"> • The company is engaged in providing various software products, IT and IT enabled products, etc. The company's product, emSigner, paperless office solution is attaining major traction across the globe.
3	eMudhra MU Limited	<ul style="list-style-type: none"> • The company is a certifying authority in Mauritius and is engaged in providing digital signature and other allied services in and around PKI technologies.
4	eMudhra DMCC	<ul style="list-style-type: none"> • The company is a marketing company for eMudhra products and allied services in Middle East Africa [MEA] region. During the year it has also built its own product.

5	eMudhra INC	<ul style="list-style-type: none"> The company is a marketing company for eMudhra products and allied services in Americas region and is also developing technology services business in Americas region. eMudhra Inc owns 51% interest in Ikon Tech Services LLC engaged in Technology Services business. It has also built its own product.
6	eMudhra PTE Ltd	<ul style="list-style-type: none"> The company is a marketing company for eMudhra products and allied services in Asia-Pacific [APAC] region.
7	eMudhra B.V	<ul style="list-style-type: none"> The company is a marketing company for eMudhra products and allied services in Europe region
8	PT eMudhra Technologies Indonesia	<ul style="list-style-type: none"> The company is a marketing company for eMudhra products and allied services in Indonesia.
9	eMudhra Kenya Limited	<ul style="list-style-type: none"> The company is a marketing company for eMudhra products and allied services in Kenya and is also a certifying authority in Kenya.
10	eMudhra Employees Stock Option Trust	<ul style="list-style-type: none"> This trust is to manage the ESOP of employees.

28. Related Party Transactions

The Board of directors have approved related party transactions, all of them are in the normal course of business and under arm's length basis. The summary of related party transactions is also provided in Note no.46 of the standalone audited financial statements.

Since all related party transactions entered by the Company were in the ordinary course of business and were on an arm's length basis and not material, Form AOC - 2 is not applicable to the Company.

29. Deposits from Public

The Company has neither accepted nor renewed any deposits during the year under review.

30. Auditors

1. Statutory Auditor

M/s Suri and Co. were appointed by the shareholders at the Fourteenth AGM (AGM 2022), as Statutory Auditors of the Company for the first term of five consecutive years to hold office until the conclusion of the Nineteenth AGM (AGM 2027). The requirement for the annual ratification of auditors' appointment has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 07, 2018, and that they are free from any disqualification specified in Section 141 of the Companies Act, 2013 and the rules made thereunder.

Statutory Auditor's report:

The statutory auditor's report to the members for the year ended March 31, 2024, does not contain any qualification, reservation, adverse remark or disclaimer. Further auditors have not reported any matter under Section 143 (12) of the Act and therefore no detail is required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. S P Nagarajan, Company Secretary in practice, to undertake the Secretarial Audit of the Company. The report on the Secretarial Audit carried out for the year 2023-24 is annexed herewith as **'Annexure -B'**. The secretarial audit report does not contain any qualification, reservation, adverse remark, or disclaimer.

Internal Auditor

In the last year we had appointed CNGSN & Associates as internal auditors for FY 2023-24. We propose to continue with them as internal auditors for the FY 2024-25.

31. Details in respect of frauds reported by auditor under section 143(12) of the Companies Act, 2013

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

32. Disclosure relating to maintenance of cost records

The Central Government has not prescribed the maintenance of cost records under Section 148 of the Companies Act, 2013 for any of the services rendered by the Company.

33. Audit Committee

The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report, which is a part of this report.

34. Disclosure Requirements

As per SEBI Listing Regulations, the Corporate Governance Report with the Secretarial Auditors' Certificate thereon, and the integrated Management Discussion and Analysis, the Business Responsibility and Sustainability Report ("BRSR") form part of the Director's Report.

This would enable the Members to have an insight into environmental, social and governance initiatives of the Company. The Company has devised proper systems to

ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

Company has moved to Material accounting information policies, in line with recent update in Indian Accounting standard 1 to replace significant accounting policies to material accounting information policies.

35. Risk Management policy

Risk Management and mitigation is taken care of by the Board and Executive Management by appropriate delegation, reporting and authority structure. Risk Management is also ensured by putting various checks and balances across various functions. It is integrated into management, Board, and annual reporting mechanism. The company has also constituted a risk management committee of the Board.

As part of Risk Management, the Company also has put in place an Internal Audit Mechanism commensurate with size of business and nature of its operations. Their scope of internal audit includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions are taken to improve efficiency in operations. Internal audit reports are also discussed in the Audit Committee and Board meetings. The purpose of this policy is:

1. To ensure protection of shareholder value through the establishment of an integrated Risk Management framework for identifying, assessing, mitigating, monitoring, evaluating and reporting of all risks.
2. To provide clear and strong basis for informed decision making at all levels of the organization.
3. To continually strive towards strengthening the "Risk Management & Compliance System" through Continuous learning and improvement.

Risk management policy framework has been covered in detail in MD&A.

36. Credit ratings

The company has engaged the credit rating agency ICRA limited. During the year, based on a review of the latest developments, the Rating Committee of ICRA, after due consideration, has improved long-term rating at [ICRA] A- (pronounced ICRA A Minus) to the captioned Bank Facilities ("Rating") and short-term rating at [ICRA]A2 (pronounced ICRA A two). The Outlook on the long-term Rating is revised to Stable from Positive. These ratings are valid till June 18, 2024.

37. Disclosure as required under rule 5 (2) and 5 (3) of the companies (appointment and remuneration of managerial personnel) rules, 2014.

- a) During the financial year, the Company has not employed any person with the aggregate remuneration for Rs. 1,02,00,000 / per annum if employed throughout the year or Rs. 8,50,000 per month if employed for part of the year.

38. Disclosure of composition of audit committee and providing vigil mechanism

During the year, the Audit Committee of the Board of Directors of the Company comprised of 3 (Three) Members namely Mr. Chandrasekar Padmanabhan, Chairman, Mr. V Srinivasan and Dr. N L Sarda.

The above composition of the Audit Committee consists of 2 (two) independent Directors, Dr. N L Sarda and Mr. Chandrasekar Padmanabhan, who form the majority.

The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year. The Audit Committee duly met Four times on April 28, 2023, July 28, 2023, November 08, 2023, and February 05, 2024, during the financial year under review and all the members were present in the said meeting.

The Company has established a vigil mechanism to oversee, the genuine concerns, if any expressed by the employees. The Company has also provided adequate safeguards against victimization of employees who express their concerns. The Company has also provided direct access to the chairman on reporting issues concerning the interests of co-employees and the Company.

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in conformation with Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report concerns about unethical behaviour. This Policy is available on the Company's website at www.emudhra.com.

39. Transfer to reserves

During the year, no amount has been transferred to reserves.

40. Shares

a. Equity share capital

During the year, your company allotted fresh share of 47,39,336 equity shares of INR 5.00 per share as qualified institutional placement of the Company. With the said allotment, the paid-up equity share capital has increased from Rs. 39,03,61,855.00 consisting of 7,80,72,371 Equity Shares to Rs. 41,40,58,535.00 consisting of 8,28,11,707 Equity Shares of INR 5.00 per share.

Your Company has not issued shares with differential voting rights, bonus and sweat equity shares during the year under review.

b. Employee stock option plan

During the year under review, your company has issued grant of 3,25,000 under eMudhra employee's stock options plan. Your company has facilitated the transfer of 1,137,725 equity shares of INR 5.00 per share by eMudhra employees stock options trust to the employees who exercised their options under the said plan.

Pursuant to the requirements of the SEBI (Share Based Employee Benefits) Regulations, 2014, a certificate has been issued by the Secretarial Auditors of the Company confirming that the Plan has been implemented in accordance with the said Regulations and in accordance with the resolution passed by the Company in the General Meeting.

The unissued closing balance at the year-end is 302,176 stock options of equity share out of the 60,57,801 stock options on equity shares.

41. Business Responsibility and Sustainability Report

As a responsible corporate in India and abroad, our values at eMudhra mandate setting up sustainable processes to conduct environment friendly operations, mitigate climate change by cutting down on paper consumption and take all necessary actions and initiatives for better employee engagement, diversity, inclusion and belonging in the organization.

As organizations across the globe leverage products and services offered by eMudhra to build a business environment that is digitally secure, automated and data driven, we offer end-to- end digital trust to improve corporate resilience across industries and regions.

As we all know that climate change and other environmental concerns have become the central agenda of governments and global bodies, it is our vision at eMudhra to offer PAPERLESS solutions globally through the use of our trust services and eSignature workflow solution and reduce paper usage significantly. This will help organizations reduce carbon footprint and emissions on a global scale with better ESG compliance and social responsibility.

Our product suite revolves around securing the digital transformation initiatives with a foundational PKI layer, coupled with state-of-the art authentication engine and Digital signing solution to make business operations secure, agile, scalable and future ready. With a proven track record of enabling secure digital transformation for a number of organizations worldwide, eMudhra is well positioned to help governments and organizations ditch paper for good and adopt digital methods to carry out day-to-day operations at scale with a focus on ensuring compliance and transparency.

As ESG becomes a force that will affect all businesses and investments globally, it is paramount to digitally transform business operations and limit its infringement upon environment and climate to the bare minimum. eMudhra is a leading provider of digital platforms and solutions that not just help organizations mitigate dependence on paper and manual processes but help create a unified ecosystem for digital transformation to scale ESG goals with tailored digital solutions.

Business Responsibility and sustainability report in the prescribed format is annexed to this report.

Acknowledgements

The board places on record its appreciation for the continued co-operation and support extended to the company by its customers, vendors, investors, and business partners. The company continues to make all efforts in understanding their unique needs and deliver maximum stakeholder Satisfaction.

We place on record our appreciation of the contribution made by the employees at all levels, whose hard work, co-operation and support helped us face all challenges and deliver results.

We acknowledge the support of our vendors, the regulators, the esteemed league of bankers, financial institutions, rating agencies, government agencies, auditors, legal and secretarial advisors, consultants, business associates, investment bankers, lawyers, registrars, public relationship agency and other stakeholders for their continued support.

**For and on behalf of the board of directors
Of eMudhra Limited**

Sd:- V Srinivasan
Director
DIN: 00640646

Sd:- Venu Madhava
Director
DIN: 06748204

Date: April 29, 2024
Place: Bangalore

ANNEXURE "A" TO DIRECTOR'S REPORT

1. Brief outline on CSR Policy of the Company.

The vision of CSR is to be socially, and environmentally responsive organisation committed to improve quality of life within and outside. We at eMudhra focus on imparting education for employment by enhancing the vocation skills especially women skilling and empowerment, skilling and empowerment of health workers, and socio-economic development through training and student empowerment programs in various areas including environment and sustainability.

During the year the Company contributed INR 5.73 million towards CSR initiatives to the following institutions:

1. IIT Bombay
2. Avtar Human Capital Trust (Avtar Puthri)
3. Ashok Trust for Research
4. Thirumeiyar Charitable Trust
5. Sri Pratyaksha Charitable Trust

1. Under IIT Scheme the following spoken tutorials were created in 11 languages:

1. SAFE App instructions for android users
2. Importance of Golden hour and colostrum feeding
3. Fat rich vegetarian recipes
4. Types of Fat
5. WHO length for age Z Score

These tutorials are used in skill development of health care workers across India.

2. Under Avtar Puthri Scheme two girls' high school in Pondicherry Union Territory has been selected for skill development / women empowerment and appropriate training has been given to the students.

3. Ashoka Trust for Research in Ecology and the Environment (ATREE) proposed Wetland Rovers Education Program to continue its impactful journey in engaging students and building their understanding about the significance of the Tamirabarani River and its diverse wetland habitats. By fostering a holistic approach to education through immersive experiences, scientific inquiry, and environmental stewardship, the program aims to instill a lifelong appreciation and understanding of these vital ecosystems among the younger generation.

4. Thirumeiyar Charitable Trust carries out several activities for the benefit of society and community at large like child education etc.

5. Sri Pratyaksha Charitable Trust carries out several activities for the benefit of society and community at large.

The Trust uses our CSR Contribution to their Vishwavidhya Scholarship Scheme.

The Vishwavidya Scholarship Program was launched in the month of August 2020. The objective of the Scholarship program is to provide higher education to any meritorious and deserving student. Emphasis is also to support educational institutions that are imparting quality education with an emphasis on Indian culture, traditions, and values.

The students are provided the opportunity to pursue higher education in various Undergraduate and Postgraduate courses in all streams of knowledge. A dedicated portal has been launched to enable students to apply for scholarships.

In the current financial year, the company will be contributing 2% of its average profits for the last 3 years towards CSR activities.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year
1	Chandra Iyer	Chairperson	1
2	V Srinivasan	Executive Chairman, Member	1
3	Chandrasekar Padmanabhan	Independent Director, Member	1

3. Provide the web-link where Composition of CSR committee and CSR Policy approved by the board are disclosed on the website of the company.

<https://www.emudhra.com/governance.jsp>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

Not applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Not applicable

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2020-21	-	-
2	2021-22	-	-
3	2022-23	-	-
	Total		

6. Average net profit of the company as per section 135(5).

₹ 286,269,555 [Refer note 43 to the audited financials for details]

7. (a) Two percent of average net profit of the company as per section 135(5) - ₹ 5,725,391

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years - ₹0

(c) Amount required to be set off for the financial year, if any - ₹0

(d) Total CSR obligation for the financial year (7a+7b-7c) - ₹ 5,725,391

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (In INR million)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
5.73	Nil	NA	Nil	Nil	NA

(b) Details of CSR amount spent against ongoing projects for the financial year: Not applicable

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)		
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	State	District	Location of the project	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent - CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Name	Mode of Implementation - Through Implementing Agency CSR Registration number
1.													
2.													
3.													
	Total												

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in INR million)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Promotion of education and social health of society in large	Promotion of social health of society in large	Yes	Puducherry,	Tamil Nadu	12,00,000	No	Avtar Putri	CSR00002198PA
2.	Promotion of education and social health of society in large	Promotion of social health of society in large	Yes	Mumbai,	Maharashtra	15,00,000	No	IIT Mumbai	CSR00007536
3.	Promotion of education and social health of society in large	Promotion of education and employment	Yes	Bengaluru,	Karnataka	10,37,891	No	Ashoka Trust for Research	CSR00004694
4.	Promotion of education and social health of society in large	Promotion of education and employment	Yes	Pudukottai,	Tamil Nadu	5,00,000	No	Thirumeyar Charitable Trust	CSR00043153
5	Promotion of education and social health of society in large	Promotion of education and employment	Yes	Chennai,	Tamil Nadu	15,00,000	No	Pratyaksha Charitable Trust	CSR00004025
Total						57,37,891			

(d) Amount spent in Administrative Overheads – Not applicable

(e) Amount spent on Impact Assessment, if applicable – Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – 5,737,891

(g) Excess amount for set off, if any – Nil

Sl. No.	Particular	Amount (in INR million)
(i)	Two percent of average net profit of the company as per section 135(5)	57.3
(ii)	Total amount spent for the Financial Year	57.4
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.1
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
1.							
2.							
3.							
	Total						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not applicable

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (In Rs.)	Amount spent on the project in the reporting Financial Year (In Rs)	Cumulative amount spent at the end of reporting Financial Year. (In Rs.)	Status of the project - Completed /Ongoing
1								
2								
3								
	Total							



10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year – Nil

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) – Not Applicable

V Srinivasan
Director & Chairman of CSR Committee
DIN: 00640646

Venu Madhava
Whole-Time Director
DIN:06748204

Date: April 29, 2024
Place: Bangalore



S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary in Whole time Practice

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
Mobile: 98453 84585
Email: cs@nagarajsp818.com
www.spncs818.com

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel Rules, 2014)]

The Members,

EMUDHRA LIMITED

Plot No 12-P1-A & 12-P1-B,
Hi-Tech Defence and Aerospace Park (IT sector),
Jala Hobli, BK Palya Bangalore-562149

CIN: L72900KA2008PLC060368

Authorised Capital: Rs. 86,50,00,000/-

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **eMudhra Limited** ("the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2024 ('year under review') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024. The Company has complied with the provisions of the following laws, rules and regulations, wherever applicable:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent applicable to Overseas Direct Investment;

- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder with regard to dematerialisation / ~~re-materialisation~~ of securities and reconciliation of records of dematerialised securities with all securities issued by the Company in compliance with amended clause 76(1) of the SEBI (Depositories and Participants) Regulations, 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- iv. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder with regard to maintenance of minimum public shareholding and compliance under clause 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- v. The following regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations were not applicable during the year under review;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 were not applicable during the year under review;
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 were not applicable during the year under review;
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 were not applicable during the year under review;

- vi. The other laws, as informed and certified by the management of the Company which are to the extent applicable to the Company based on its sector/ industry, are:
- a. The Information Technology Act, 2000 and the rules made thereunder
 - b. The Registration Act, 1908
 - c. The Indian Stamp Act, 1899
 - d. The Limitation Act, 1963
 - e. Indian Contract Act, 1872
 - f. Negotiable Instrument Act, 1881
 - g. Sale of Goods Act, 1930
 - h. The Aadhaar Act, 2016
 - i. Right to Information Act, 2005
 - j. The Trade Marks Act, 1999
 - k. The Patents Act, 1970
 - l. Indian Copyright Act, 1957
 - m. Income Tax Act, 1961
 - n. The Central Goods and Service Tax Act, 2017
 - o. The Insurance Act, 1938
 - p. Labour Laws including The Employees' Provident Funds And Miscellaneous Provisions Act, 1952, Employees' State Insurance Act, 1948, Employees' State Insurance (Central) Rules, 1950, ESI Act, Payment of Bonus Act, Payment of Gratuity Act, Contract Labour Act, Employees Compensation Act, Apprentices Act, Equal Remuneration Act, 1976, Maternity Benefit Act, 1961, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act.
 - q. The State Acts, rules, guidelines and regulations to the extent applicable to the Company.

2. I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) and Section 118(10) of the Companies Act, 2013.

In my opinion and to the best of my information and according to the explanation given to me, I report that the Company has complied with all applicable Secretarial Standards issued by ICSI with respect to General and Board meetings in accordance with Section 173(3) of the Act.

- b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has complied with the requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Based on my examination and verification of the registers, records and documents produced to me and according to the information and explanations given to me by the Company: -

I report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 (the Act) and the rules made thereunder and with the Memorandum and Articles of Association of the Company with regard to:

- a) maintenance of various statutory registers and documents and making necessary entries therein wherever applicable; -
- b) closure of the Register of Members;
- c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government. In case of delay in filing the e-Forms with Registrar of Companies/MCA, necessary additional fee has been paid;
- d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) notice of Board meetings and Committee meetings of Directors;
- f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation, if any;
- g) the Fifteenth Annual General Meeting held on 29th June 2023;
- h) minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) approvals of the Members, the Board of Directors, the Committees of Directors, Government authorities, wherever required;
- j) constitution of the Board of Directors /Committee(s) of Directors, appointment, retirement and re-appointment of Directors including the Executive Directors, Whole-time Director and Key Managerial Personnel (Chief Financial Officer and Company Secretary) wherever applicable;
- k) payment of remuneration to Executive Directors/Key Managerial Personnel;
- l) appointment of Auditors and the remuneration payable to them;
- m) transfer and transmission of the Company's shares if any, issue and allotment of shares, buyback of shares wherever applicable;
- n) declaration and payment of dividends;
- o) transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;
- p) investment of the Company's funds including inter-corporate loans and investments and loans to others wherever applicable;
- q) the Company has not availed any loans and accordingly not required to file any forms for creation, modification and satisfaction of charge;
- r) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
- s) Directors' report;
- t) contracts, common seal, registered office and publication of name of the Company; and
- u) generally, all other applicable provisions of the Act and the Rules made under.

I further report that my examination of compliance by the Company with applicable financial laws such as direct and indirect taxation laws and maintenance of financial records and books of accounts, Accounting Standards and disclosures are reviewed in a limited manner to the extent of the compliance reporting made by the Internal Auditors and Statutory Auditors and duly approved by the Board of Directors of the Company.

4. I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. The changes in the composition of the Board of Directors and Key Managerial personnel that took place during the year under review were carried out in compliance with the provision of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance in accordance with Section 173(3) of the Act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. In case of Board Meetings convened at shorter notice the Company has duly complied with the provisions of the Act and rules made thereunder read with the provisions of Secretarial Standard-1 (SS-1) on "Meetings of the Board of Directors".

All decisions at Board Meetings and Committee Meetings are carried out by requisite majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

5. I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

6. I further report that:

- (a) the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interests in other entities;
- (b) the Directors have complied with the disclosure requirements in respect of their eligibility of appointment and independence;
- (c) the Company has obtained all necessary approvals under the various provisions of the aforesaid Acts and rules made thereunder, to the extent applicable; and

- (d) there was no prosecution initiated by any statutory authorities and no fines or penalties were imposed during the year under review under the Act and rules framed thereunder against / on the Company, its Directors and Officers.

7. I further report that during the year under review:

- i. The Board at its meeting held on 28th April 2023 approved the reappointment of Mr. Venu Madhava as Whole-time Director of the Company for a period of five years with effect from 1st April 2023 and the same was approved by the shareholders at the 15th Annual General Meeting held on 29th June 2023 and in the same meeting the Board has approved reappointment of Independent Director Dr. Nandlal Laxminarayan Sarda for a period of five years with effect from 19th June 2023 and the same was approved by the shareholders at the 15th Annual General Meeting held on 29th June 2023.
- ii. the members of the Company at the Extra-Ordinary General Meeting held on 22nd September 2023 accorded their approval to raise the funds in one or more tranches, by issuance of equity shares and/or other eligible securities, where the face value of Equity Shares will be of Rs. 5/- each, aggregating amount up to and not exceeding Rs. 250 crores which may include the discount of up to not more than 5% on the floor price calculated as per Regulation 176 of SEBI ICDR regulation through one or more public issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) and/or combination thereof as may be permitted under applicable laws to eligible investors including qualified institutional buyers and/or any other categories of investors, who are authorised to invest in the securities of the Company in terms of SEBI Regulations, as may be decided by the Board/committee in its absolute discretion.
- iii. The Board at its meeting held on 08th November 2023 has noted and accepted the resignation letter dated 08th November 2023 received from Mr. Saji K. Louiz from the post of Chief Financial Officer of the Company.
- iv. As authorised by the Board, the Fund-Raising Committee at its meeting held on 17th January 2024 had approved the issue and allotment of 47,39,336 equity shares of face value of Rs. 5/- each to the 14 successful Qualified Institutional Buyers at a price of Rs.422/- per equity shares including premium of Rs. 417/- per equity share and reflecting discount of Rs. 21.56(i.e.4.86%) on the floor price of Rs.433.56 per equity share, aggregating to Rs. 200 crores.
- v. The Board at its meeting held on 05th February 2024 approved the appointment of Mr. Ritesh Raj Pariyani as Chief Financial Officer of the Company.

8. On examination of the relevant documents and records in pursuance thereof, on test-check basis **I further report that** I have relied on the information and representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other Acts, Laws, and Regulations to the extent applicable to the Company.

Place: Bangalore	Signature : Name of the Company Secretary : S.P. NAGARAJAN
Date: 29/04/2024	ACS Number : 10028 CP Number : 4738 UDIN : A010028F000262907
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400	

Note: This report is to be read with my letter of even date which is annexed as 'Annexure -1' and forms an integral part of this report.

As per the guidance issued by the Institute of Company Secretaries of India (ICSI) for carrying out professional assignments, the Secretarial Audit Report in term of section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 was conducted by using appropriate Information Technology tools to access, examine relevant documents and verification of records for completion of the audit.



S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary in Whole time Practice

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
Mobile: 98453 84585
Email: cs@nagarajsp818.com
www.spncs818.com

Annexure -1

The Members,

EMUDHRA LIMITED

Plot No 12-P1-A & 12-P1-B,
Hi-Tech Defence and Aerospace Park (IT sector),
Jala Hobli, BK Palya Bangalore-562149

CIN: L72900KA2008PLC060368

Authorised Capital: Rs. 86,50,00,000/-

My Secretarial Audit Report for Financial Year ended on 31st March 2024 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of event etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

S.P. NAGARAJAN

ACS:10028

CP: 4738

Place: Bangalore

Date: 29/04/2024



ANNEXURE B

Form No. MR-3

ANNEXURE C

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in INR million)

Sl. No.	Particulars	Details								
		(All amounts are in million)								
	Name of the subsidiary	eMudhra Technologies Limited	eMudhra Consumer Services Limited	eMudhra (MU) Ltd	eMudhra DMCC	eMudhra Inc	eMudhra PTE Ltd	eMudhra B V	eMudhra Kenya Limited	PT eMudhra Technologies, Indonesia
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024
	Reporting Currency	Reporting Currency - Indian Rupee	Reporting Currency - Indian Rupee	Reporting Currency - Mauritian Rupee	Reporting Currency - Arab Emirates Dirhams	Reporting Currency - United States Dollar	Reporting Currency - Singapore Dollar	Reporting Currency - Euro	Reporting Currency - Kenyan shillings	Reporting Currency - Indonesian Rupiah
	Exchnage Rate as on the last date of the relevant financial year	NA	NA	INR 1.80 per MUR	INR 22.71 per AED	INR 83.41 per USD	INR 61.86 per SGD	INR 90.02 per EUR	INR 0.63 per KES	INR 0.005 per IDR
1.	Share capital	29.51	50.00	51.58	1.00	8.18	0.25	1.25	1.00	10,000.00
2.	Reserves & surplus	5.79	157.12	4.36	42.96	4.13	0.29	0.46	(8.35)	(6,507.63)
3.	Total assets	42.51	222.10	56.00	55.35	19.85	0.57	2.08	3.61	5,598.90
4.	Total Liabilities net of total equity	7.21	14.98	0.06	11.39	7.54	0.03	0.37	10.96	2,106.53
5.	Investments	-	-	52.90	0.96	-	-	-	-	-
6.	Turnover	36.05	120.79	-	34.16	16.15	0.55	0.07	4.41	5,002.78
7.	Profit before taxation	8.51	75.54	(3.38)	18.74	2.48	(0.35)	(0.19)	(8.35)	(2,662.36)
8.	Total Tax	2.15	19.91	-	0.07	0.73	(0.01)	(0.01)	-	-
9.	Profit after taxation	6.36	55.61	(3.38)	18.66	1.74	(0.34)	(0.18)	(8.35)	(2,662.36)
10.	Proposed Dividend	-	-	-	-	-	-	-	-	-
11.	% of shareholding	100%	100%	100%	100%	100%	100%	100%	100%	60%

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures – Not Applicable

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**V Srinivasan
Director
DIN: 00640646**

**Venumadhava
Director
DIN: 06748204**

**Date: 29-04-2024
Place: Bangalore**

Corporate Governance Report

CORPORATE GOVERNANCE REPORT

I. Brief Statement on Company's Philosophy on Code of Corporate Governance

Company's philosophy on Corporate Governance is to create and conduct sustainable growth in business with highest standards of integrity, transparency and accountability to maximize stakeholders' value while duly complying with all applicable laws and regulations. The company firmly believes that Corporate Governance is critical to success of its business and its governance practices are reflected in its strategy, plan, culture, policies and relationship with stakeholders.

II. Board of Directors

The Board of Directors of the Company as on March 31, 2024, comprised of six (6) Directors with optimum combination of Executive and Non-Executive Directors i.e., two Executive Directors and four Non-Executive Independent Directors including one-woman Director and each of them are professionals in their respective areas of specialization and have held eminent positions. The Board Members are not related to each other, and the number of Directorships/Committee memberships held by Executive and Non-Executive Independent Directors are within the permissible limits under SEBI (LODR) Regulations, 2015 and Companies Act, 2013.

(a) Composition of Board of Directors

The composition and category of Directors as on March 31, 2024:

Sl. No.	Name of the Director	Category	Number of other Directorships held in other public companies	Number of Committee membership held in other public companies (limited to only Audit and Stakeholders' Relationship Committees)		No. and % of Equity Shares held in the Company (%)
				As Chairperson	As Member	
1	Venkatraman Srinivasan	Executive Chairman	2	Nil	Nil	2,71,22,543 (32.75%)
2	Nandlal Sarda	Non-Executive Independent Director	1	Nil	2	Nil
3	Manoj Kunkalienkar	Non-Executive Independent Director	1	Nil	Nil	Nil
4	Chandra Iyer	Non-Executive Independent Director	2	1	1	Nil
5	Chandrasekar Padmanabhan	Non-Executive Independent Director	Nil	Nil	Nil	Nil
6	Venu Madhava	Whole-Time Director	2	Nil	Nil	32,000 (0.04%)

Directorship in other listed entities as on March 31, 2024:

Sl. No.	Name of the Director	Directorship in other listed entities	Category of Directorship
1	Venkatraman Srinivasan	Nil	NA
2	Nandlal Sarda	1	Non-Executive - Independent Director
3	Manoj Kunkalienkar	Nil	NA
4	Chandra Iyer	Nil	NA
5	Chandrasekar Padmanabhan	Nil	NA
6	Venu Madhava	Nil	NA

During the financial year 2023-24, Seven (7) meetings of the Board were held and the gap between two meetings did not exceed one hundred and twenty days. The Board Meetings are pre-scheduled, and adequate notice is given for the Board Meetings.

These Board Meetings were held on April 03, 2023; April 28, 2023; July 28, 2023; August 24, 2023; November 08, 2023; February 05, 2024 and March 31, 2024. The necessary quorum was present for all the meetings.

(b) Core Skills/Expertise/Competencies of the Board of Directors

The Directors of the Company bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process. Following are the core skills, expertise and competencies for effective functioning of the Board which are currently available with all the Directors of the Company:

- (i) Interpersonal skills and personal qualities/values.
- (ii) Information Technology business & Industry knowledge.
- (iii) Legal, regulatory, and financial know-how.
- (iv) Strategic and analytical mindset; and
- (v) Leadership, Management & Governance.

(c) Attendance of Directors at the Board meetings and Annual General Meeting (AGM) held during the financial year 2023-24

Name of the Director	Board Meetings entitled to attend	Board Meetings attended	Whether present at AGM held on June 29, 2023
Venkatraman Srinivasan	7	7	Yes
Nandlal Sarda	7	7	Yes
Manoj Kunkalienkar	7	7	Yes
Chandra Iyer	7	7	Yes
Chandrasekar Padmanabhan	7	7	Yes
Venu Madhava	7	7	Yes

(d) Independent Directors

The Board is of the opinion that the Independent Directors fulfil the conditions specified in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and that they are independent of the executive management.

During the financial year 2023-24, one (1) meeting of the Independent Directors was held on April 28, 2023, inter alia to review the following and the meeting was attended by all the Independent Directors:

- (i) Review performance of non-independent directors and the Board of Directors as a whole.
- (ii) Review performance of the Chairperson of the Company.
- (iii) Assess the quality, quantity, and timelines of flow of information between the management of the Company and the Board of Directors that is necessary for the Board to effectively and reasonably perform their duties.

No Independent Director has resigned during the financial year 2023-24.

(e) Executive Chairman/CFO Certification

As required under Regulation 17 (8) of SEBI (LODR) Regulations, Executive Chairman/CFO have certified to the Board that the Financial Statements for the financial year ended March 31, 2024 do not contain any untrue statement and that these statements represent a true and fair view of the Company's affairs and other matters as specified thereunder. Copy of the Certificate is attached to this report.

(f) Code of conduct for Directors and Senior Management

The Company has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel to ensure that the business of the Company is conducted with the highest standards of ethics and values in accordance with the applicable laws, regulations and rules and is critical to the success of the Company. The Code is available on the Company's website at <https://emudhra.com/investors.jsp#policies>

All the Board Members and Senior Management Personnel have affirmed compliance with the Code. A declaration signed by the Executive Chairman/CFO to this effect is enclosed as part of **Annexure I** to this Report.

III. Audit Committee

(a) Terms of Reference

The Audit Committee has inter alia the following mandate:

1. Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee.
3. Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company.
4. Examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
5. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act.
6. Changes, if any, in accounting policies and practices and reasons for the same.
7. Major accounting entries involving estimates based on the exercise of judgment by the management of the Company.
8. Significant adjustments made in the financial statements arising out of audit findings.
9. Compliance with listing and other legal requirements relating to financial statements.
10. Disclosure of any related party transactions; and
11. Qualifications/modified opinion(s) in the draft audit report.
12. Reviewing, with the management, the quarterly, half yearly and annual financial statements before submission to the board for approval.
13. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the issue document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
14. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
15. Formulating a policy on related party transactions, which shall include materiality of related party transactions.
16. Approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed.
17. Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given.
18. Scrutiny of inter-corporate loans and investments.
19. Undertaking or supervising valuation of undertakings or assets of the company, wherever it is necessary.
20. Evaluation of internal financial controls and risk management systems.
21. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

22. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 23. Discussion with internal auditors of any significant findings and follow up thereon.
 24. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 25. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 26. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 27. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services.
 28. Reviewing the functioning of the whistle blower mechanism.
 29. Monitoring the end use of funds raised through public offers and related matter.
 30. Approval of the appointment of the Chief Financial Officer of the Company (“**CFO**”) (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience, and background, etc., of the candidate.
 31. Carrying out any other functions as provided under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws.
 32. To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time.
 33. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances.
 34. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 35. Reviewing the utilization of loans and/or advances from/investment by Company in the subsidiaries exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances investments as may be applicable.
 36. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. on the Company and its shareholders and,
 37. Carrying out any other functions as may be required/mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.”
- (b) **Number of Meetings:** During the financial year 2023-24, four (4) meetings were held i.e., on April 28, 2023, July 28, 2023, November 08, 2023, and February 05, 2024.

(c) **Composition of the Committee and Meetings attended by each member:**

Name of the Member	Category	Position	Meetings	
			Held	Attended
Chandrasekar Padmanabhan	Non-Executive Independent Director	Chairman	4	4
Nandlal Sarda	Non-Executive Independent Director	Member	4	4
V Srinivasan	Executive Chairman	Member	4	4

IV. Nomination, Remuneration and Board Governance Committee

(a) **Terms of Reference**

The Nomination, Remuneration and Board Governance Committee has inter alia the following mandate:

- (a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully.
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
- (b) Formulation of criteria for evaluation of performance of independent directors and the Board.
- (c) Devising a policy on Board diversity.
- (d) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board regarding their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report.
- (e) Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy.

- (f) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment and determining remuneration packages of such directors.
- (g) Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary).
- (h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws.
- (i) Determining whether to extend or continue the term of appointment of the independent director, based on the report of performance evaluation of independent directors.
- (j) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- (k) Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") including the following:
 - i. Determining the eligibility of employees to participate under the ESOP Scheme.
 - ii. Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate.
 - iii. Date of grant.
 - iv. Determining the exercise price of the option under the ESOP Scheme.
 - v. The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct.
 - vi. The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period.
 - vii. The specified period within which the employee shall exercise the vested option in the event of termination or resignation of an employee.
 - viii. The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period.
 - ix. Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares.
 - x. The grant, vest and exercise of option in case of employees who are on long leave.
 - xi. Allow exercise of unvested options on such terms and conditions as it may deem fit.
 - xii. The procedure for cashless exercise of options.
 - xiii. Forfeiture/ cancellation of options granted.
 - xiv. Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action.
 - for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.
- (l) Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan (“**ESOP Scheme**”) and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme.
- (m) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
- a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, and
 - b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable.
- (n) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.
- (o) For every appointment of an independent director, evaluate the balance of skills, knowledge, and experience on the Board and based on such evaluation, prepare a description of the role and capabilities required of an independent director. Ensure that the person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may: i) use the services of external agencies, if required; ii) consider candidates from a wide range of backgrounds, having due regard to diversity, and iii) consider the time commitments of the candidates, and
- (p) Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations or other applicable laws or by any other regulatory authority.”
- (b) **Number of Meetings:** During the financial year 2023-24, Three (3) meetings were held i.e., on April 28, 2023, November 08, 2023, February 05, 2024.

(c) **Composition of the Committee and Meetings attended by each member:**

Name of the Member	Category	Position	Meetings	
			Held	Attended
Nandlal Sarda	Independent Director	Chairperson	3	3
Manoj Kunkalienkar	Independent Director	Member	3	3
Chandra Iyer	Independent Director	Member	3	3

V. Stakeholders Relationship Committee

(a) Terms of Reference

The Stakeholders Relationship Committee has inter alia the following mandate:

1. Redressal of all security holders' and investors' grievances such as complaints related to transfer of non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures including non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., and assisting with quarterly reporting of such complaints.
2. Reviewing of measures taken for effective exercise of voting rights by shareholders.
3. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures, or any other securities.
4. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures, and other securities from time to time.
5. Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
6. Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services.
7. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

(b) Number of Meetings: During the financial year 2023-24, One (1) meeting was held i.e., on April 28, 2023.

(c) Composition of the Committee and Meetings attended by each member:

Name of the Member	Category	Position	Meetings	
			Held	Attended
Manoj Kunkalienkar	Independent Director	Chairperson	1	1
V Srinivasan	Executive Chairman	Member	1	1
Chandra Iyer	Independent Director	Member	1	1

(d) Name and designation of Compliance Officer: Mr. Johnson Xavier, Company Secretary & Compliance Officer.

VI. Corporate Social Responsibility Committee

(a) Terms of Reference

The Corporate Social Responsibility Committee has inter alia the following mandate:

1. To formulate and recommend to the board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board.
2. To Identify corporate social responsibility policy partners and corporate social responsibility policy programmes.
3. To recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company.
4. To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities.
5. To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes, and
6. To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act.

(b) Number of Meetings: During the financial year 2023-24, One (1) meeting was held i.e., on April 28, 2023.

(c) Composition of the Committee and Meeting attended by each member:

Name of the Member	Category	Position	Meetings	
			Held	Attended
Chandra Iyer	Independent Director	Chairperson	1	1
V Srinivasan	Executive Chairman	Member	1	1
Chandrasekar Padmanabhan	Independent Director	Member	1	1

VII. Risk Management Committee

a. Terms of Reference

The Risk Management Committee has inter alia the following mandate:

1. To assist the Board in fulfilling its responsibilities with regards to the identification, evaluation, and mitigation of strategic, operational, and external environment risks.
2. Formulating, monitoring, and overseeing the risk management plan and policy of the Company.
3. Review the Cyber Security Functions of the Company at regular intervals.
4. Approve/recommend to the Board for its approval/review the policies, risk assessment models, strategies and associated frameworks for the management of risk.
5. To perform such other duties and functions as the Board may require or as may be prescribed by applicable law, from time to time.

b. Number of Meetings: During the financial year 2023-2024, Two (2) meetings were held i.e., on July 21, 2023 and January 15, 2024.

c. Composition of the Committee and Meetings attended by each member:

Name of the Member	Category	Position	Meetings	
			Held	Attended
V Srinivasan	Executive Chairman	Chairperson	2	2
Chandrasekar Padmanabhan	Independent Director	Member	2	2
Venu Madhava	Whole Time Director	Member	1	1
Saji K Louiz	Chief Financial Officer	Member	1	1

*Risk Management Committee was reconstituted on January 10, 2024. Mr. Saji K Louiz was replaced by Mr. Venu Madhava as member of the Committee.

VIII. Technology Committee

d. Terms of Reference

Though not mandatory, a Technology Committee has been set up to analyze the overall role of technology in executing the business strategy of the Company and for the management and administration of the specific technical matters of the Company. Since the Company is engaged in the technology solutions business, a need was felt to have such a committee to go into detail on technology and related aspects.

b. Number of Meetings: During the financial year 2023-2024, two meetings were held i.e., on July 23, 2022 and December 08, 2023.

c. Composition of the Committee and Meetings attended by each member:

Name of the Member	Category	Position	Meetings	
			Held	Attended
N L Sarda	Independent Director	Chairperson	2	2

Manoj Kunkalienkar	Independent Director	Member	2	2
V Srinivasan	Executive Chairman	Member	2	2
Kaushik Srinivasan	Sr. VP – Product Delivery	Member	2	2
Vijay Kumar	Sr. VP – Technology	Member	1	1

IX. Management Committee

e. Terms of Reference

The Management Committee has inter alia the following mandate:

To exercise all powers for the management and administration of the company in all matters of the Company except those matters which require specific approval of Board of Directors or any Committee thereof or Members of the Company as per the applicable provisions of the Companies Act, 2013 (erstwhile Companies Act, 1956).

Without limiting the generality of the foregoing powers, following powers are specifically granted to the Management Committee:

1. Decisions in respect of all day-to-day business-related matters including:
 - a. Purchase
 - b. Sales
 - c. Capital Expenditure
 - d. Employee recruitment, confirmation, and cessation
2. Opening of Bank Accounts.
 - a. Savings Accounts
 - b. Current Accounts
 - c. Fixed Deposit Accounts
 - d. Any other accounts
3. Closing of Bank Accounts.
4. Delegation of Authority to various employees and outsiders.

f. Number of Meetings: During the financial year 2023-2024, Five (5) meetings were held i.e., on June 17, 2022, August 11, 2022, November 07, 2022, December 19, 2022, and March 15, 2023.

g. Composition of the Committee and Meetings attended by each member:

Name of the Member	Category	Position	Meetings	
			Held	Attended
V Srinivasan	Executive Chairman	Chairperson	5	5
Venu Madhava	Whole-Time Director	Member	5	5

Saji K Louiz	Chief Financial Officer	Member	5	5
Ritesh Raj Pariyani	Chief Financial Officer	Member	0	0

*Management Committee was reconstituted on February 05, 2024. Mr. Saji K Louiz was replaced by Mr. Ritesh Raj Pariyani as member of the Committee.

X. General Body Meetings

The Annual General Meetings of the Company were held in the registered office of the Company. Details of last three AGMs held are as below:

Financial Year	Date	Time (IST)
2020-2021	July 22, 2021	11:00 a.m.
2021-2022	August 05, 2022	11:00 a.m.
2022-2023	June 29, 2023	11:00 a.m.

The Extra-Ordinary General Meetings of the Company were held in the registered office of the Company. Details of the meetings held during the financial year 2023-2024 are as below:

Meeting	Date	Time (IST)
EGM	September 22, 2023	11:00 a.m.

XI. Remuneration to Directors:

(a) Criteria of making payments to Non-Executive Directors

Non-Executive Directors are paid sitting fees for attending the Meetings of the Board and of Committees of which they are members at the rate of Rs. 1,00,000/- (Rupees One Lakh Only) per Board meeting, Rs. 50,000/- (Rupees Fifty Thousand Only) per Committee Meeting and commission based on their performance provided however that the aggregate remuneration including commission other than sitting fee, so paid to all such Directors in a financial year shall not exceed 1% of the net profits of the Company.

(b) Criteria of making payments to Executive Directors

The Executive Directors are paid as per the remuneration approved by the Shareholders at the time of their appointment which are in line with the statutory requirements and Company's policies. The revision in remuneration, if any, is recommended by the Nomination Remuneration and Board Governance Committee to the Board for its consideration by taking into account their individual performance and as well performance of the Company in a given year. Perquisites, performance linked incentives and retirement benefits are paid in accordance with the Company's compensation policies, as applicable to all employees, which also details criteria for such payments. As per the current terms of their appointment, none of the Executive Directors are entitled to commission on the net profits of the Company.

(c) Details of Remuneration paid to directors for the financial year 2023-24

Name of the Director	Salary & Perquisites (In Rs ` million)	Sitting Fees & Commission (In Rs ` million)	Shares Issued under ESOPs	Details of Service Contracts, Notice Period & Severance fees
Venkatraman Srinivasan*	-	-	-	-
Nandla Sarda	-	1.77	-	-
Manoj Kunkalienkar	-	1.62	-	-
Chandra Iyer	-	1.62	-	-
Chandrasekar Padmanabhan	-	1.92	-	-
Venu Madhava**	5.77	-	-	-

*Appointed as Executive Chairman for a period of 5 years with effect from November 03, 2021. He was not drawing any remuneration from the Company but was drawing remuneration from eMudhra DMCC, subsidiary company of AED 20000 per month up to financial year 2022-23. During the year no remuneration was paid to him.

** Does not include value of stock options exercised by him.

XII. Means of Communication

h. Website

The Company maintains an active website at <https://emudhra.com/investors.jsp> wherein all the information relevant for the Shareholders are displayed.

i. Annual Report

The Annual Report contains audited standalone and consolidated financial statements together with the Board's Report.

Auditors' Report and other reports/information are circulated to members entitled thereto and is also made available on the Company Website at <https://emudhra.com/investors.jsp>.

XIII. Other Disclosures

Vigil Mechanism/Whistle-Blower Policy

The Company has adopted a Whistle Blower Policy and has established the necessary Vigil Mechanism as required under Regulation 22 of the SEBI (LODR) Regulations, the details of which have been provided in the Board's Report. The company affirms that no personnel have been denied access to the Audit Committee.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements in the Board's Report.

The Company has complied with all the applicable mandatory requirements of SEBI (LODR) Regulations.

Weblink for Policy on determination of Material Subsidiary and Policy on Related Party Transactions

Both the policies can be accessed at <https://emudhra.com/investors.jsp#policies>

Certificate from Practicing Company Secretary on Non-Disqualification of Directors

The Company has obtained a certificate from a Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI/Ministry of Corporate Affairs or any such statutory authority in accordance with SEBI (LODR) Regulations. Copy of the certificate is attached as Annexure II.

Recommendation of Committees

During the financial year ended March 31, 2024, the Board of Directors of the Company had accepted recommendation of all the committees of the Board, which were mandatorily required.

Auditors' Remuneration

The details of total fees for all services paid by the Company during FY 2023-24, to the Statutory Auditors are as follows:

Particulars	Amount (in million)
Payment to Statutory Audit fees (including out of pocket expenses)	1.20
Certification fees	2.48
Total	3.68

(i) Disclosures as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a gender neutral Anti-Sexual Harassment Policy at workplace which is in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the applicable rules, the details of which have been provided in the Board's Report.

Details of sexual harassment complaints received:

- (i) No. of complaints received during financial year 2023-24: Nil
- (ii) No. of complaints disposed of during financial year 2023-24: NA
- (iii) No. of complaints pending as on end of the financial year 2023-24: NA

XIV. Non- compliance of Regulations relating to Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any

The Company is fully compliant with SEBI (LODR) Regulations and there are no such non-compliances to report.

Unmodified opinion(s) in Audit Report

The Company is in the regime of unmodified opinions on financial statements and that the Auditors of the Company have issued Audit Reports with unmodified opinion on the standalone and consolidated financial statements for the financial year ended March 31, 2024.

Reporting of Internal Auditor

The Internal Auditors of the Company report directly to the Audit Committee and are invited to be present as invitees at the Audit Committee meetings.

XV. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account

The Company does not have any unclaimed shares and hence the disclosure pursuant to SEBI (LODR) Regulations are not applicable.

XVI. Compliance

The Company follows all the mandatory requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR), Regulations, 2015 as applicable with regards to Corporate Governance.

The Company has obtained a certificate from a Practicing Company Secretary on compliance of conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations. A copy of the Certificate is attached to the Board's Report.

ANNEXURE TO CG REPORT

EXECUTIVE CHAIRMAN/CFO CERTIFICATION

April 29, 2024
The Board of Directors
eMudhra Limited
Bangalore

We, V Srinivasan, Executive Chairman and Ritesh Raj Pariyani, Chief Financial Officer of eMudhra Limited to the best of our knowledge and belief certify that:

(a) We have reviewed the financial statements and the cash flow statement for the quarter and financial year ended March 31, 2024 and confirm that:

- (i) these financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- (ii) these financial statements together present a true and fair view of the Company's affairs and follow existing Accounting Standards, applicable laws, and regulations.

(b) There is, to the best of our knowledge and belief, no transaction entered by the Company during the quarter and financial year ended March 31, 2024, which is fraudulent, illegal, or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit committee that for the quarter and financial year ended March 31, 2024, that there were:

- (i) no significant changes in Internal Control over financial reporting.
- (ii) no significant changes in accounting policies and that the same have been disclosed in the notes to the financial statement; and
- (iii) no instances of significant fraud of which we have become aware and there has been no involvement therein of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

We further declare that all the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct in respect of the financial year ended March 31, 2024.

Sd/- V Srinivasan
Executive Chairman

Sd/- Ritesh Raj Pariyani
Chief Financial Officer



S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary in Whole time Practice

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
Mobile: 98453 84585
Email: cs@nagarajsp818.com
www.spncs818.com

Compliance Certificate on Corporate Governance

The Members,

EMUDHRA LIMITED

Plot No 12-P1-A & 12-P1-B,
Hi-Tech Defence and Aerospace Park (IT sector),
Jala Hobli, BK Palya Bangalore-562149

I have examined the compliance of the conditions of Corporate Governance by **Emudhra Limited** ('the Company') for the financial year ended on 31st March 2024 as stipulated under the provisions of Companies Act, 2013 and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V) and amendments thereof.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance.

I have examined the books of accounts and other relevant records maintained by the Company for the purpose of providing limited assurance on the compliance with Corporate Governance requirements by the Company. My examination was carried out in accordance with the Guidance Note on certification of Corporate Governance (as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), issued by The Institute of Company Secretaries of India (ICSI) and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliances of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of Company.

Based on the information, explanations given to me and according to the examination of the relevant records, the representations and all material disclosures made by the Directors and the Management, the Company has complied with the provisions of Corporate Governance as stipulated under the provisions of Companies Act, 2013 SEBI (Listing Obligations and Disclosure Requirements) and Regulations, 2015 (17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V) during the year ended 31st March 2024. It is further stated that no investor grievance is pending for the said financial year as per the records of the Company.

I further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bangalore	Signature : Name of the Company Secretary: S.P. NAGARAJAN
Date: 29/04/2024	ACS Number : 10028 CP Number : 4738 UDIN : A010028F000262995
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400	

Note: As per the guidance issued by the Institute of Company Secretaries of India (ICSI) for carrying out professional assignments, the Compliance Certificate on Corporate Governance was conducted by using appropriate Information Technology tools by virtual data sharing to access and examine relevant documents and verification of records for completion of the audit.



S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary in Whole time Practice

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
Mobile: 98453 84585
Email: cs@nagarajsp818.com
www.spncs818.com

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) of Clause 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015)

The Members,

EMUDHRA LIMITED

Plot No 12-P1-A & 12-P1-B,
Hi-Tech Defence and Aerospace Park (IT sector),
Jala Hobli, BK Palya Bangalore-562149

CIN: L72900KA2008PLC060368

Authorised Capital: Rs. 86,50,00,000/-

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **EMUDHRA LIMITED** (hereinafter referred to as 'the Company'), a Company incorporated under the Companies Act, 1956 vide Corporate Identity Number (CIN) L72900KA2008PLC060368 and having its Registered Office at Plot No 12-P1-A & 12-P1-B, Hi-Tech Defence and Aerospace Park (IT sector), Jala Hobli, BK Palya Bangalore-562149, produced before me for issuance of this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the MCA portal - www.mca.gov.in) and on the basis of the written representation/declaration received from the Directors to be taken on record by the Board of Directors and explanations furnished to me by the Company & its officers, I, hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Ministry of Corporate Affairs or any such other Statutory Authority.

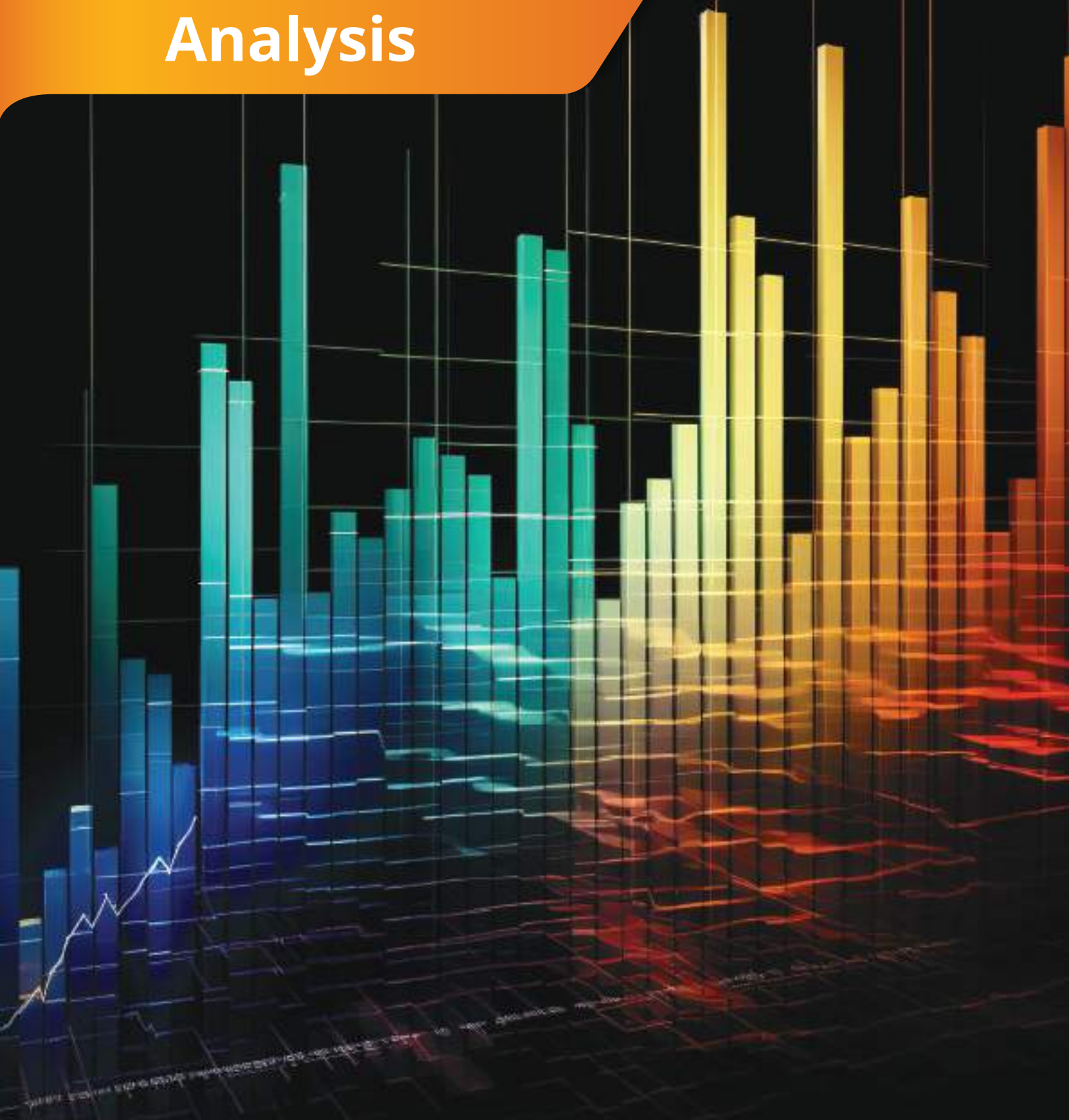
SL. NO.	DIN	NAME	DESIGNATION	DATE OF APPOINTMENT
1.	00019200	MANOJ PUNDALIK KUNKALIENKAR	INDEPENDENT DIRECTOR	23/03/2015
2.	00147782	NANDLAL LAXMINARAYAN SARDA	INDEPENDENT DIRECTOR	19/06/2018
3.	00503673	CHANDRASEKAR PADMANABHAN	INDEPENDENT DIRECTOR	03/11/2021
4.	00640646	VENKATRAMAN SRINIVASAN	DIRECTOR	16/06/2008
5.	06748204	venu MADHAVA	WHOLETIME DIRECTOR	10/01/2014
6.	08111743	CHANDRA LAKSHMINARAYAN IYER	INDEPENDENT DIRECTOR	13/08/2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on the eligibility of for the appointment / continuity of every Director on the Board based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bangalore	Signature _____ : Name of the Company Secretary: S.P. NAGARAJAN
Date: 29/04/2024	ACS Number : 10028 CP Number : 4738 UDIN : A010028F000263061
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400	

Note: As per the guidance issued by the Institute of Company Secretaries of India (ICSI) for carrying out professional assignments, the Certificate of Non-Disqualification of Directors in term of Regulation 34(3) of Clause 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 was conducted by using appropriate Information Technology tools by virtual data sharing, examine relevant documents and verification of records for completion of the audit.

Management Discussion and Analysis



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

I. Overview

We are engaged in the business of providing Secured Digital Transformation with huge focus on embedding cyber security as an important design principle. Zero trust is the new security paradigm of “never trust, always verify” and cryptographic identities form an important bedrock of future proofing security and moving towards ZERO TRUST.

We are a “one stop shop” player in secure digital transformation and provide a wide spectrum of services and solutions from offering identity, authentication and signing solutions to issuance of certificates to devices, websites and human. We are the only Indian company accredited by WebTrust and is trusted by all the renowned browsers in the world. We are also a member of Asia PKI consortium, European Cloud Signature Consortium and Certifying Authority/Browser Forum.

During the year our company has renewed/got several quality certifications and has been recognized by various global technology advisory firms such as Gartner.

II. Our Portfolio of Services

Product	Variants	Offering
emSigner	On-premise/Cloud workflow	This product enables secure digital transformation in any industry and replaces paper which helps to save the environment.
	Signer Gateway	
	Server Side – API based and Folder based	
	eStamping – Online and Offline	
emCA	On-premise	This enables issuance of certificates to individuals, organizations, devices and their lifecycle management.
	Managed Services	
emAS (Improvised as SecurePass)	Multifactor authentication [MFA] like DSC, OTP, biometric, etc.	Authentication solution enabling multi-factor authentication, single sign-on and full suite of identity and access management.
	Identity and access management [IAM]	
	emSafe	
emSign Hub (For TRUST Services)	Individual/organisation certificates [digital signatures]	This covers the basic needs of individuals/organizations for various compliances and caters to signing requirements. Apart from issuance of certificate, emSign Hub enables creation of private certifying authorities on cloud.
	eSign V2/V3	
	Device certificates in Internet of things [IoT]	
	Remote signing	
	Website certificates [SSL]	
CertiNext	Certificate discovery and provisioning tool for ensuring end to end cyber security.	Provisioned on premise or on cloud

III. Business Outlook

Business Outlook

General Review of business environment

As per IMF data Global growth is projected at 3.1 percent in 2024 and 3.2 percent in 2025, with the 2024 forecast 0.2 percentage point higher than that in the October 2023 World Economic Outlook (WEO) on account of greater-than-expected resilience in the United States and several large emerging market and developing economies, as well as fiscal support in China. The forecast for 2024–25 is, however, below the historical (2000–19) average of 3.8 percent, with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support amid high debt weighing on economic activity, and low underlying productivity growth. Inflation is falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8 percent in 2024 and to 4.4 percent in 2025, with the 2025 forecast revised down.

With disinflation and steady growth, the likelihood of a hard landing has receded, and risks to global growth are broadly balanced. On the upside, faster disinflation could lead to further easing of financial conditions. Looser fiscal policy than necessary and then assumed in the projections could imply temporarily higher growth, but at the risk of a more costly adjustment later on. Stronger structural reform momentum could bolster productivity with positive cross-border spillovers.

Software and computing technology are transforming businesses in every industry around the world, in which PKI technology plays a vital role by offering secure digital transformation. Even in spite of any Macroeconomic headwinds, spending on digital transformation and cyber security is expected to remain strong in view of the need for protection and for cost efficiency. Prioritization will be critical as CIOs look to optimize spend while using digital technology to transform their organization's value proposition, revenue, and client interactions. The software segment will see double-digit growth this year as enterprises prioritize spending to capture competitive advantages through increased productivity, automation and other software-driven transformation initiatives. While due to digital transformation exercise undertaken by many customers around the world, the Company's trust service and paperless workflow solution are expected to have huge demand, the cyber security threats are likely to increase the demand for the company's identity and authentication management and public key infrastructure.

IV. Our Strategy

The Company is adopting a five-pronged strategy as under for global growth:

- 1. Maintain leadership in Indian Trust Services market and capitalize on industry opportunities.**
- 2. Leveraging existing data centre infrastructure, new data centres set up recently in India and overseas locations.**
- 3. Enhance solution offerings to tap growing needs of digital transformation.**
- 4. Grow presence in overseas markets.**
- 5. Expand share of revenues among existing customers and broaden our partner network and customer base.**

In line with our above strategy, the Company has implemented various technology tools for partners and end customers to consume our trust services and with aggressive retail focus has maintained leadership in the Indian trust service market. The Company has also implemented data center project in Bangalore and disaster recovery center in Chennai. These centers are expected to cater to the growing needs of the customers for the next five years. The Company has also implemented its European data center in Netherland recently. In line with the objective of enhancing solution offerings, the Company has created a certificate discovery and fulfillment tool called Certinext. The company has also completed the remote signing and IoT products. The year 2023-24 was a very successful year for the Company's international foray and Company's revenue from international market increased by 138.2% during FY 2023-24. The Company is expected to further strengthen the international markets in the coming years. The share of the existing customers in the total business of the Company is on the rise and existing customer revenue grew to 89% in FY 2023-24 as compared to FY 2022-23.

V. R&D and Product Development

The Company has been continuously doing R&D and over the last several years has come up with various solutions towards digital transformation and cyber security. During the year, the company has identified three major areas for R&D and Product development viz PQC (Post Quantum Cryptography), FHE (Fully Homomorphic encryption) and Mobile PKI. The Company's R&D team of over 250+ people are continuously working towards these technologies so that the Company can offer a comprehensive solution to its customers. By its R&D, the company has created a one stop shop by combining its trust service layer and the enterprise solution layer so that both the layers complement each other.

VI. Results of our Operations

Financial Results

Please refer to our Standalone and Consolidated financial statements in this Annual Report for detailed schedules and notes.

The function-wise classification of the Consolidated and Standalone Statement of Profit and Loss is as follows:



Consolidated Statement of Profit and Loss

(All amounts are in INR million, unless otherwise stated)

Particulars	For the year ended March 31,2024	For the year ended March 31,2023
Income		
I Revenue from operations	3,731.19	2,487.57
II Other income	69.21	52.99
III Total Income (I+II)	3,800.40	2,540.56
IV Expenses		
Operating expenses	888.62	300.55
Purchase of stock-in -trade	354.42	287.62
Changes in inventories of stock in trade	(19.01)	11.04
Employee benefits expense	812.88	643.61
Finance costs	30.05	33.85
Depreciation and amortisation expense	208.09	158.45
Other expenses	598.73	371.65
Total expenses (IV)	2,873.78	1,806.77
V Profit/(Loss) before exceptional items and tax (III-IV)	926.62	733.79
VI Exceptional items	-	-
VII Profit/(Loss) before tax (V-VI)	926.62	733.79
VIII Tax expense		
Current tax	121.27	112.61
Deferred tax	41.83	9.20
Total tax expenses	163.10	121.81
IX Profit/(Loss) for the year (VII-VIII)	763.52	611.98
X Other comprehensive income		
Items that will not be reclassified to profit or loss:		
Remeasurement (loss)/gain on defined benefit plan (net of tax)	(1.33)	(4.64)
Items that will be reclassified subsequently to profit or loss		
Exchange differences on translation of foreign operations (net of tax)	2.22	(43.96)
Other comprehensive income/(loss) for the year (net of tax)	0.89	(48.61)
XI Total comprehensive income/(loss) for the year (IX+X)	764.41	563.37
(comprising profit/(loss) and other comprehensive income for the year)		
Profit is attributable to		
Owners of eMudhra Limited	750.64	616.77
Non-controlling interests	12.88	(4.79)
Other comprehensive income attributable to		
Owners of eMudhra Limited	0.89	(48.61)
Non-controlling interests	-	-
Total comprehensive income attributable to:		
Owners of eMudhra Limited	751.54	568.16
Non-controlling interests	12.88	(4.79)
XII Earnings per share (Nominal value of share INR 5/- each)		
Basic	9.74	8.35
Diluted	9.50	8.01

Standalone statement of profit and loss

(All amounts are in INR million, unless otherwise stated)

Particulars	For the year ended March 31,2024	For the year ended March 31, 2023
Income		
I Revenue from operations	1,832.59	1,640.22
II Other income	79.51	56.50
III Total Income (I+II)	1,912.10	1,696.72
IV Expenses		
Operating expenses	195.81	187.75
Purchase of stock-in -trade	354.42	285.48
Changes in inventories of stock in trade	(19.01)	6.91
Employee benefits expense	574.40	491.64
Finance costs	22.00	33.77
Depreciation and amortisation expenses	154.15	123.36
Other expenses	343.85	298.04
Total expenses (IV)	1,625.62	1,426.95
V Profit/(Loss) before exceptional items and tax (III-IV)	286.48	269.77
VI Exceptional items	-	-
VII Profit/(Loss) before tax (V-VI)	286.48	269.77
VIII Tax expense		
Current tax	38.32	62.05
Deferred tax	41.94	7.98
Total tax expenses	80.26	70.03
IX Profit/(Loss) for the year (VII-VIII)	206.22	199.74
X Other comprehensive income		
Items that will not be reclassified to profit or loss:		
Remeasurement (loss)/gain on defined benefit plan	(0.66)	(5.34)
Income tax relating to items that will not be reclassified to profit and loss	0.17	1.34
Other comprehensive income/(loss) for the year (net of tax)	(0.49)	(4.00)
XI Total comprehensive income/(loss) for the year (IX+X)	205.73	195.74
(comprising profit/(loss) and other comprehensive income for the year)		
XII Earnings per share (Nominal value of share INR 5/- each)		
Basic	2.61	2.60
Diluted	2.61	2.60

1. Revenue

The growth in our revenue in fiscal 2024 from 2023 is as below:

INR in million	Consolidated			Standalone		
	FY 2024	FY 2023	Change	FY 2023	FY 2022	Change
Revenue from operation	3,731.19	2,487.57	50.0%	1,832.59	1,640.22	11.7%

The increase in revenues was primarily due to an increase in our solutions and services revenue in global geographies.

The consolidated and standalone revenues from trust services and enterprises solutions for fiscal 2024 and 2023 are as follows:

INR in million	Consolidated			Standalone		
	FY 2024	FY 2023	Change	FY 2024	FY 2023	Change
Trust services (India and Global)	1,043.79	850.04	22.8%	1,002.76	794.02	26.3%
Solutions India	681.91	795.42	-14.3%	829.83	846.20	-1.9%*
Solutions Global	2,005.49	842.11	138.2%	NA	NA	NA
Total:	3731.19	2,487.57		1,832.59	1640.22	

*Include Transfer pricing revenue too.

During the year under review, we have added 59 new enterprise customers and added 21 enterprise partners.

We had indicated in our previous year annual report that we had changed our business model for Trust services effective January 2023 by eliminating one layer in the channel. Thus, we reached one step close to our end customer which will help us to convert them into our direct business yielding much higher retail revenue from trust services. This strategy has also worked well in 2023-24 and our trust service business increased by 22.8%. In our enterprise solution business in India the revenue declined due to our conscious call to avoid bundling of hardware and third-party solution in view of high receivables. However, our Global enterprise solution business grew very well at 138.2%. During 2023-24 with the acquisition of IKON Tech services LLC we also ventured into technical services not associated with our product. This has also given a good result.

2. Expenditure

Cost of goods sold

The cost of goods sold, comprises of commission expenses, direct personnel cost, cost of software, transfer price of proprietary solutions of the group and cost of stock in trade.

Cost of goods sold on a consolidated basis increased from 23.6% in FY 2023 to 32.2% in FY 2024 a percentage to the total income of the respective year due to increase in

technology services business. The standalone cost marginally decreased from 28.3% to 27.8% as a percentage to the total income. Third party items bought for service delivery is also included in cost of goods sold.

The cost of stock in trade has decreased as a percentage of total revenue from 11.8% to 8.83% in the fiscal 2024 on consolidated basis and increased from 17.2% to 17.5% on standalone basis.

Employee benefit expenses

Our employee benefit expenses consist of salary, wages, bonus, insurance, contribution to provident fund, share based payments and other funds and staff welfare expenses. Our employee cost has reduced as a percentage of total revenue from 25.3% to 21.4% in the fiscal 2024 on consolidated basis and increased from 29.0% to 30.0% on standalone basis.

During the year under review, we have incurred Staff welfare costs including employee transportation which is 0.93% and 1.74% on consolidated and standalone basis respectively as a percentage to total income. Further the share-based payment expenses decreased to 1.1% from 1.3% on a consolidated basis and remained at 1.1% on a standalone basis.

Our number of employees increased to 817 employees as of March 31, 2024 from 751 employees as of March 31, 2023.

Financial costs

Our financial cost consists of interest expenses on term loans, overdraft accounts and interest on lease liabilities. Our financial costs decreased as a percentage of total income from 1.3% to 0.8% in the fiscal 2024 on a consolidated basis and reduced from 2.0% to 1.2% on standalone basis.

The drop in the cost is due to closure of the lease for certain equipment relating to eMudhra Digital Campus.

Other expenses

Other expenses comprise of selling expenses, office maintenance expenses, rental expenses, travel expenses, boarding expenses, communication, technology expense and all other indirect expenses. During the year under review, other expenses as a percentage of total income have increased from 14.6% to 15.8% on a consolidated basis and marginally increased from 17.6% to 18.0% on a standalone basis.

During the year under review, we have held various product or brand awareness events in India as well as overseas locations and have been part of global information technology research coverage. However, the marketing expenses as a percentage of total income decreased from 3.9% in fiscal 2023 to 2.4% in fiscal 2024 on a consolidated basis and it decreased from 5.5% to 4.1% on standalone basis. Further, the travel, boarding and lodging expenses as a percentage of total income was stable at 1.6% in line with the previous financial year on a consolidated basis and increased to 2.0% from 1.8% on a standalone basis.

Other income

Other income primarily includes foreign exchange gains on consolidation, interest income of fixed deposits, profit on sale of assets/investments, write back of provisions no longer required and miscellaneous income.

The other income as a percentage of total income has decreased from 2.1% to 1.8% on a consolidated basis and has increased to 4.2% from 3.3% in the fiscal 2024 on standalone basis.

During the year under review, the interest income as a percentage to total income has decreased from 1.3% to 0.9% on consolidated basis and decreased from 1.9% to 1.6% on standalone basis due to Company's surplus money reduced during the year in view of investments in items envisaged as part of IPO.

Depreciation and amortization expenses

Our depreciation/amortization expense as a percentage of total income has decreased from 6.2% to 5.5% on consolidated basis and has increased from 7.3% to 8.1% in the fiscal 2024 on standalone basis.

Provision for tax

During the year under review the company has provided effective tax rates as below.

INR in million	Consolidated		Standalone	
	FY 2024	FY 2023	FY 2024	FY 2023
Income tax expenses	163.10	121.81	80.26	70.03
Effective tax rate	17.6%	16.6%	28.0%	26.0%

The company has provided Indian income tax at the rate of 22% along with applicable surcharge and educational cess. During the year from January 2024 onwards MEA is also liable for tax at the rate of 9% due to change in the legislation, all other regions are coming under income taxes, which is varying between 17% to 25%.

I. Financial condition Equity share capital

During the year, your company allotted fresh share of 47,39,336 equity shares of INR 5.00 per share as qualified institutions placement of the Company. With the said allotment, the paid-up equity share capital has increased from Rs. 39,03,61,855.00 consisting of 7,80,72,371 Equity Shares to Rs. 41,40,58,535.00 consisting of 8,28,11,707 Equity Shares of INR 5.00 per share.

Your Company has not issued shares with differential voting rights, bonus and sweat equity shares during the year under review.

Other equity comprises mainly of reserves and surplus and other comprehensive income

The movement in retained earnings was on account of profit earned during the year, share based payment reserve and due to foreign exchange translation reserve.

Capital work-in-progress/Intangible assets under development

During the year under review, we have INR. 303.34 million and INR 145.69 million of Capital work in progress on consolidated and standalone basis respectively. This predominately pertains to one local data center and one data center of Netherlands as part of our expansion plan.

The intangible asset under development is INR 202.61 million and 137.55 million on consolidated and standalone basis respectively. This is towards continuous development of our core products.

Inventory

The inventory of the company stood at INR 29.36 million for FY 2024 as against INR 10.34 million for FY 2023 on consolidated and standalone basis which are convertible in the normal course of business.

Financial assets

a. Trade receivables

The days sales outstanding have marginally decreased to 94 days for FY 2024 from 95 days in the previous year on a consolidated basis. However, management does not foresee any threat to the collection despite an increase in high value billing.

b. Cash and cash equivalents

Our cash and cash equivalents comprise of balance with current account, deposit accounts and overnight funds with mutual fund houses. The closing cash and cash equivalents are INR 2494.6 million and INR 1806.82 million on a consolidated and standalone basis respectively.

c. Loans

We have provided personal loans to a very limited number of employees and loans to employee's stock options trust. The loan balance of the trust is INR 2.81 million on standalone basis as on March 31, 2024.

Deferred tax assets / liabilities

Net deferred tax liabilities comprising deferred tax liabilities less deferred tax assets. It has increased during the fiscal 2024 primarily on account of temporary difference on depreciation/amortization expenses of the company while comparing with income tax

depreciation/amortization. The net increase is INR 41.78 million and INR 41.57 million on consolidated and standalone basis in fiscal 2024.

II. Liquidity

Our principal source of liquidity are cash and cash equivalents and cash flow that we generate from operations. Our consolidated total cash and cash equivalents including overnight funds stood at INR 2494.6 million as at March 31,2024. This grew by 109% as compared to the previous year cash and cash equivalents on account of Qualified Institutional Placement of shares for an amount of INR 2000 million.

Our current ratio in the fiscal stood at 5.80 times (average basis) consolidated, which measures our ability to pay short- term obligations or those dues within one year. This way, we can satisfy current debts as well as other payables.

III. Related party transactions

These have been given in detail in note No. 44 to the consolidated financial statements of the company.

IV. Events occurring after Balance Sheet date

There are no significant events after the balance sheet date which is likely to affect financial position/results of the Company.

V. Key financial ratios

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios for standalone and consolidated has been provided in the Directors' Report.

VI. Profit for the year

Net profit for the year has increased from INR 611.98 million to INR 763.52 million on a consolidated basis and increased from INR 199.74 million to INR 206.22 million on a standalone basis.

VII. Liquidity and Capital Resources

Our primary sources of liquidity have historically been cash generated from operations. We expect that cash generated from operations will be our primary sources of liquidity. We believe that after taking into account cash generated from our business operations, we will have sufficient working capital for both our present and anticipated future requirements for capital expenditures and cash requirements for our normal operations for the 12 months following the end of Fiscal 2024.

The following table sets out a condensed summary of our cash flows for the periods indicated:

INR in million	Consolidated		Standalone	
	FY 2024	FY 2023	FY 2024	FY 2023
Net cash flows from operating activities	725.21	335.65	248.65	174.79
Net cash flows used in investing activities	(894.48)	(1,067.24)	(622.19)	(1,272.10)
Net cash flows from/(used) in financing activities	1,762.53	1,274.88	1,798.38	1,200.80
Foreign exchange differences on translation of foreign Operations	(10.41)	43.96	-	-
Cash and cash equivalents at the beginning of the year	669.80	82.55	140.07	36.57
Cash and cash equivalents at the end of the year	2252.65	669.81	1,564.91	140.07
Liquid investment & fixed deposit with maturity period of over 12 months	241.94	523.45	241.91	522.56
Total Cash and cash equivalents	2,494.59	1193.26	1,806.82	662.62

Operating activities

Our net cash flow from operating activities before taxes stood at 90.1% of the profit before tax on a consolidated basis for FY 2024 as against 66.3% for FY 2023. Net cash flow from operating activities before taxes on a standalone basis stood at 99.8% for FY 2024 as against 115.5% for FY 2023.

Investing activities

Net cash flow used in investing activities is INR 894.48 million on a consolidated basis and INR 622.19 million on a standalone basis for FY 2024. Investment in the current year includes investment into Netherland Data center (INR 157.65 million), Indian data center (INR 16.63 million), further development of existing products (INR 285.58 million), new product development (INR 135.66 million) and plant & Machinery (INR 143.77 million). Other outflow is on account of investment in the IKON of INR 472.2 million.

Financing activities

During the year under review, net cash from financing activities was INR 1,762.53 million on a consolidated basis and INR 1,798.38 million on a standalone basis for the FY 2024. This is mainly due to Qualified Institutional placement of shares of the company, which itself amounts to INR 1,930.01 million after reducing the issue expenses. Further company has repaid its lease assets loan of INR 96.10 million.

VII. Enterprise risk Management

Listed below are some of the key risks, anticipated impact on the company and mitigation strategies:

Key Risk	Impact on the company	Mitigation
Business risk	<p>eMudhra operates in two business segments: Trust Services comprising of:</p> <ul style="list-style-type: none"> • Issuing digital signature certificates for individuals, organizations under license from Government of India. The operations are audited yearly and license is renewed every 5 years • Individual, Organization under emSign Root (accredited under WebTrust) and empaneled/licensed by various Governments (UAE, Kenya, Mauritius etc.) • SSL/TLS certificates under emSign Root (governed by CA Browser Forum) • WebTrust Audits are conducted every year <p>Enterprise Solutions comprising of:</p> <ul style="list-style-type: none"> • emSigner – eSignature Workflow Platform • emAS – Authentication and Access Management • emCA – PKI solution <p>The revenue split between Trust Services and Enterprise Solutions is 28% : 72% for the year ended March 31,2024.</p> <p>The revenue split between India and International is 45% : 55% for the year ended March 31,2024.</p> <ul style="list-style-type: none"> • The trust services business is a licensed business and is predominantly generated from India. This exposes 28% of our yearly revenue of fiscal 2024 to risks inherent with operating a licensed activity in a single geography. • Enterprise Solutions are not operated under or subject to licensing requirements and to this extent are directly correlated to the demand for cybersecurity and digital transformation solutions. 	<ul style="list-style-type: none"> • As our revenue from global markets including trust service and SSL business grows, concentration risk associated with revenues from a single geography or regulator, or type of certificate will reduce. • Newer areas of certificate issuance for IoT devices while classified under Trust Services are not subject to regulation. • Over time, we anticipate enterprise solutions to grow faster and this will change the revenue mix in favor of Enterprise Solutions.
Competition risk	We are faced with competition from global payers as listed below:	<ul style="list-style-type: none"> • In terms of global competition, we are

Key Risk	Impact on the company	Mitigation																																		
	<table border="1"> <thead> <tr> <th>Type of Service</th> <th>Global Player</th> </tr> </thead> <tbody> <tr> <td>Digital Trust Services</td> <td></td> </tr> <tr> <td>SSL/TLS Certificates</td> <td>DigiCert (USA), Entrust (USA), Sectigo (USA)</td> </tr> <tr> <td>Digital Signature Certificates</td> <td>DigiCert (USA), Entrust (USA), GlobalSign (Belgium)</td> </tr> <tr> <td>IoT Device Certificates</td> <td>DigiCert (USA), Entrust (USA), GlobalSign (Belgium)</td> </tr> <tr> <td>Digital Security Solutions</td> <td></td> </tr> <tr> <td>Identity and Access Management</td> <td>Microsoft (USA), IBM (USA), Ping Identity (USA), Okta (USA), Sailpoint (USA), Ilantus technologies (USA), Saviynt (USA), Thales (France), Broadcom (USA)</td> </tr> <tr> <td>Public Key Infrastructure</td> <td>Hardware: Thales (France), HID Global (USA), Keyfactor (USA) Software: Entrust (USA), Nexus Group (Sweden)</td> </tr> <tr> <td>Certificate Discovery</td> <td>DigiCert (USA), Sectigo (USA), AppViewX (USA), Venafi (USA)</td> </tr> <tr> <td>Cloud Infrastructure</td> <td>Google (USA), AWS(USA)</td> </tr> <tr> <td>Paperless Transformation Solutions</td> <td></td> </tr> <tr> <td>Paperless Transformation/ Workflow Solutions</td> <td>Adobe (USA), OneSpan (USA), DocuSign (USA), Alpha Trust (USA), WISEKey (Switzerland)</td> </tr> </tbody> </table> <p>In the digital signature certificate/CA market, we are faced with the following competition in Indian markets:</p> <table border="1"> <thead> <tr> <th>Licensed CAs</th> <th>Class 1-3 DSCs</th> <th>eSign</th> <th>SSL and Code Signing Certificates</th> <th>Time Stamping</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Type of Service	Global Player	Digital Trust Services		SSL/TLS Certificates	DigiCert (USA), Entrust (USA), Sectigo (USA)	Digital Signature Certificates	DigiCert (USA), Entrust (USA), GlobalSign (Belgium)	IoT Device Certificates	DigiCert (USA), Entrust (USA), GlobalSign (Belgium)	Digital Security Solutions		Identity and Access Management	Microsoft (USA), IBM (USA), Ping Identity (USA), Okta (USA), Sailpoint (USA), Ilantus technologies (USA), Saviynt (USA), Thales (France), Broadcom (USA)	Public Key Infrastructure	Hardware: Thales (France), HID Global (USA), Keyfactor (USA) Software: Entrust (USA), Nexus Group (Sweden)	Certificate Discovery	DigiCert (USA), Sectigo (USA), AppViewX (USA), Venafi (USA)	Cloud Infrastructure	Google (USA), AWS(USA)	Paperless Transformation Solutions		Paperless Transformation/ Workflow Solutions	Adobe (USA), OneSpan (USA), DocuSign (USA), Alpha Trust (USA), WISEKey (Switzerland)	Licensed CAs	Class 1-3 DSCs	eSign	SSL and Code Signing Certificates	Time Stamping						<p>the Only Indian player to have the range of capabilities in our space.</p> <ul style="list-style-type: none"> • In Trust Services in India, we continue to maintain market leadership. • Our product suite and trust services position us as a One Stop Shop giving us a unique positioning. • Our products have several marquee reference customers and feature in many global market research reports. • Our technology is fully in-house and proprietary allowing us to be flexible and nimble both from a delivery and pricing standpoint. • Our delivery centers are in Bangalore at lower cost as compared to global players who have a substantially higher cost of delivery.
Type of Service	Global Player																																			
Digital Trust Services																																				
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Key Risk	Impact on the company					Mitigation
	eMudhra	Yes	Yes	Yes**	Yes	
	Safecrypt	Yes	Yes	No	Yes	
	IDRBT	Yes^	No	Yes^	Yes^	
	(n)Code Solutions	Yes	Yes	Yes*	Yes	
	CDAC	No	Yes	No	No	
	Capricorn	Yes	Yes	No	Yes	
	NSDL e-Gov	No	Yes	No	No	
	V Sign (Verasys)	Yes	Yes	No	No	
	Indian Air Force	Yes^	Yes^	No	Yes^	
	CSC	No	Yes	No	No	
	RISL (RajComp)	Yes	Yes	Yes*	Yes	
	Indian Army	Yes^	Yes^	Yes^	Yes^	
	ID Sign	Yes	Yes	No	Yes	
	CDSL Ventures	No	Yes	No	No	
	Pantasign	Yes		No	No	
	Xtra Trust	Yes		No	No	
	ProDigiSign	Yes		No	No	
	Sign X	Yes		No	No	
	Care 4 sign	Yes		No	No	
	IGCAR	Yes		No	No	
	<p><i>*The Root CA Certificate of India is listed only in Microsoft products (including IE)</i></p> <p><i>** Accredited to all leading browsers like Microsoft, Mozilla and Apple</i></p> <p><i>^ only for private use</i></p>					
Technology Risk	<ul style="list-style-type: none"> eMudhra is heavily dependent on technology for the delivery of services to its customers. eMudhra develops proprietary IP for the delivery of trust services and enterprise solutions and manages: <ul style="list-style-type: none"> Application Development Lifecycle Product Customization, Maintenance and Upgrades Product Security The technology delivery also can be broadly categorized into: <ul style="list-style-type: none"> Delivery of services through eMudhra's data centers – This includes trust service 				<ul style="list-style-type: none"> Our technology teams are constantly upgrading the products with release roadmaps planned well in advance. The use of open-source software is studied with respect to the usage rights and only those software which are usable without redistribution of our 	

Key Risk	Impact on the company	Mitigation
	<p>applications, eSign service and portals for partner, customer management.</p> <ul style="list-style-type: none"> • Delivery of services through Cloud hosting providers – This includes eSignature workflow offerings. • Applications hosted on customer data centers – This includes emSigner, emAS and emCA. • This presents us with the following risks: • Technology Obsolescence • Talent Risk • Risk of using open-source software • Physical infrastructure management (in the context of applications hosted and offered by us through a Software as Subscription) • Product, Infra security and Cyber Risks 	<p>source code is used. All other software is distributed only through commercial redistributable licenses.</p> <ul style="list-style-type: none"> • Our infrastructure is setup for High Availability and Redundancy and continuously being upgraded in line with recommendations from Board Technology Committee, • All products and infrastructure undergo regular internal and external VAPT assessments. • Key members of the technology team are retained through a combination of salary, incentives and ESOPs. For the other members, we have a strong lateral/fresher hiring system combined with adequate training for them to get up to speed quickly.
Legal/Regulatory Risk	<p>eMudhra's Trust Service and Enterprise Solutions business is reliant on Licenses being obtained from regulators for the issuance of digital signature certificates for individuals/organizations. Ongoing Webtrust accreditation, compliance with CA/Browser Forum requirements and acceptance of our Root Certificate by the Browsers for the continued issuance of SSL certificates.</p>	<ul style="list-style-type: none"> • Digital Signature acceptance is driven by UNCITRAL Model Law on eSignatures 2000, which has been incorporated into most countries Electronic Transactions Act or

Key Risk	Impact on the company	Mitigation
	<ul style="list-style-type: none"> • Verification, storage and processing of identity data of individuals/organizations and therefore compliance with relevant privacy regulations • Acceptance of digital signature certificates by relying parties such as Governments, Banks etc. for authentication, signing and other use cases • Signing of contracts with customers with potentially stringent clauses including liability and indemnity <p>In the above context, eMudhra faces the following legal/regulatory risks:</p> <ul style="list-style-type: none"> • Inability to comply with changes in guidelines, audit requirements or maintain its license in India or other geographies. • Being subject to request for evidence, litigation in case of digital signature misuse. • Insufficient regulatory push, adverse changes to Electronic Transactions Act or lack of relying party adoption. • Local data storage requirements for operation of trust services in geographies such as European Union, Indonesia etc. • Inability to comply on an ongoing basis with privacy guidelines such as GDPR. • eMudhra is bound by contractual obligations for timely delivery, support, fulfillment of SLA obligations, IP infringement protection, confidentiality and other clauses. Material breach of these clauses typically triggers service credits, liability and indemnity cover that we provide to our customers. 	<p>Information Technology Act. Thus, the acceptance of technology has been there for > 20 years.</p> <ul style="list-style-type: none"> • eMudhra maintains strong document archival/retrieval system coupled with audit trails to be able to respond to information requests in an expedited manner. eMudhra has had clean audits for the last 14 years of operations. • eMudhra continuously maintains various ISO certifications for Information Security, privacy certifications for GDPR and HIPAA. • Being an early mover in the space, eMudhra regularly conducts/participates in global bodies that drive digital signature adoption. eMudhra works with global regulators to build awareness and use cases for technology adoption. • Generally, in our agreements, we limit our liabilities to actual damages only and an indemnity cap of previous 12 months fee received from the client. The only exclusions include IP

Key Risk	Impact on the company	Mitigation
		<p>infringement, confidentiality, gross negligence and willful misconduct.</p>
<p>Operations Risk</p>	<p>eMudhra's operations are broadly split into the following areas:</p> <ul style="list-style-type: none"> • Identity Verification or Validation Operations • Customer Support • IT Operations <p>In the above context, eMudhra faces the following risks:</p> <ul style="list-style-type: none"> • In terms of identity verification, eMudhra is responsible for following appropriate guidelines for identity verification for issuance of digital signature certificates. Incorrect interpretation of guidelines or inaccurate vetting could result in potential audit violations. • In terms of customer support, eMudhra deals with a large set of retail customers and partners for trust services business and supporting them requires a dedicated team of experts. Continuous poor experience in delivering support could result in brand and reputation risk and risk of renewal. • eMudhra also deals with several large and mid-size Enterprise customers who demand timely delivery and support for products supplied. Poor support experience could result in reputation risk. <p>eMudhra runs internal IT Operations teams for managing user infrastructure, source code systems, secure network connections etc. Improper management could result in service disruptions that affects our ability to deliver services effectively to our clients.</p>	<ul style="list-style-type: none"> • Identity verification personnel form part of a Trusted Personnel List who undergo onboarding training, skill assessment and periodic reassessment to ensure they are fully aware of guidelines. • In terms of customer support, eMudhra has a strong training program to ensure customer support agents for both trust service/enterprise solutions are adequately trained and are able to support customers effectively. This is further enhanced to quality and audit initiatives to assess and recalibrate support effectiveness and resolution. • eMudhra maintains redundancy/backups for critical internal systems ensuring minimal service disruption for internal IT systems.
<p>Financial and Compliance Risk</p>	<p>The following financial risks could typically affect eMudhra's ability to maintain profitability and</p>	<ul style="list-style-type: none"> • eMudhra follows a robust mechanism

Key Risk	Impact on the company	Mitigation
	<p>cash flows:</p> <ul style="list-style-type: none"> • Receivables Risk, eMudhra provides credit period to its partners and customers for sale of its products. These are unsecured credit and typically based on history of association of customer with eMudhra. • eMudhra also deals with certain sectors in certain countries across emerging markets which may be considered risky from a payment recoverability standpoint. • Any non-recoverability of amounts could result in provisioning in P/L and consequent reduction in profitability and cash flows. <p>Foreign Exchange risk, eMudhra derives 55% of its FY 24 revenues from international operations where realization happens in USD, EUR, AED and other currencies. Adverse movements in currencies as compared to INR could result in lower realization in INR where substantial costs are incurred.</p> <p>The following financial risks could typically affect eMudhra's ability to maintain profitability and cash flows:</p> <ul style="list-style-type: none"> • Compliance Risk, as a public company, eMudhra is subject to various laws and guidelines such as SEBI guidelines, Income Tax Act, Companies Act, FEMA guidelines etc. which involve several monthly, quarterly and annual compliance and reporting. Lack of timely compliance could involve penalties, tax notices, etc. 	<p>for collection of receivables and extends credit only to trustworthy parties or parties with whom eMudhra has a history of association.</p> <ul style="list-style-type: none"> • eMudhra regularly transfers prices of foreign exchange collections and brings the money to India to minimize the impact of currency movements from time of receipt. • eMudhra has a strong compliance team with oversight through secretarial audit, internal audit, external audit and committees of the Board for supervisory duty.
Human Resource Risk	<p>Being a technology focused company, eMudhra is dependent heavily on its people for:</p> <ul style="list-style-type: none"> • Building innovative products • Delivering these products as services or solutions for its customers 	<ul style="list-style-type: none"> • eMudhra's key employees at management level, 2nd and 3rd level from Chairman are

Key Risk	Impact on the company	Mitigation
	<ul style="list-style-type: none"> Supporting them Like other IT companies, eMudhra faces the risk of continuously being able to attract and retain talent and cost pressures as a result of high compensation hikes. 	<p>incentivized through a combination of healthy salary, bonus and ESOP and a conducive working environment creating a high level of stickiness.</p> <ul style="list-style-type: none"> As a player operating in a niche but growing space, eMudhra provides a strong career path for those associated with the company. eMudhra maintains a robust fresher hiring and training program helping us mitigate effects of employees leaving the company. eMudhra also continues to invest in automation of various processes through tools reducing the dependence on manpower for certain processes to a significant extent.

VIII. Internal Financial Control Systems and their Adequacy

eMudhra Limited has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Internal Control – Integrated Framework (the 2013 framework) is intended to increase transparency and accountability in an organization’s process of designing and implementing a system of internal control. The framework requires a company to identify and analyze risks and manage appropriate responses. The company has successfully laid down the framework and ensured its effectiveness. Our internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance

with corporate policies. eMudhra has a well-defined delegation of power with authority limits for approving contracts as well as expenditure. Processes for formulating and reviewing annual and long-term business plans have been laid down. eMudhra uses centralized Microsoft Business Central to record data for accounting, consolidation, and management information purposes.

eMudhra's management assessed the effectiveness of the company's internal control over financial reporting (as defined in Regulation 17 of SEBI LODR Regulations 2015) as of March 31, 2024. M/s Suri and Co, the statutory auditors of eMudhra have audited the financial statements included in this annual report and have issued an attestation report on the company's internal control over financial reporting (as defined in section 143 of the Companies Act 2013).

We have appointed M/s CNGSN Associates and LLP to carry out an internal audit of its activities. The audit is based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors and approved by the audit committee. In line with this, the conduct of internal audit is oriented towards the review of internal controls and risks in the company's operations such as software delivery, accounting and finance, procurement, employee engagement, travel and insurance.

eMudhra also undergoes periodic audit by specialized third party consultants and professionals for business specific compliances such as quality management, service management, information security, etc.

The audit committee reviews reports submitted by the management and audit reports submitted by internal auditors and statutory auditors. Suggestions for improvement are considered and the audit committee follows up on corrective action. The audit committee also meets the statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major observations periodically.

Based on its evaluation (as defined in section 177 of the Companies Act 2013 and Regulation 18 of SEBI LODR Regulations 2015), the audit committee has concluded that, as of March 31, 2024, the company's internal financial controls were adequate and operating effectively.

IX. Conclusion

eMudhra continuously evaluates risks applicable to its business on an ongoing basis and takes corrective measures to mitigate the effect of such risks. At a high level, the key focus of the company from a derisking standpoint would be on:

- Product Innovation
- Geographical Diversification
- Segment Diversification
- Strong Financial/Operational MIS with highlight on exceptions on a real time basis
- Compliance Management
- Talent acquisition and retention through Strong HR/Recruitment program



Business Responsibility Sustainability Reporting

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sl. No.	Particulars	Details
1.	Corporate Identity Number (CIN) of the Listed Entity	L72900KA2008PLC060368
2.	Name of the Listed Entity	eMudhra Limited
3.	Year of incorporation	2008
4.	Registered office address	No. 12-P1-A & 12-P1-B, Bangalore It Park Industrial Area, B K Palaya, Jala Hobli, Bengaluru - 562149
5.	Corporate address	No. 12-P1-A & 12-P1-B, Bangalore It Park Industrial Area, B K Palaya, Jala Hobli, Bengaluru - 562149
6.	E-mail	corporate@emudhra.com
7.	Telephone	080 4848 4001
8.	Website	www.emudhra.com
9.	Financial year for which reporting is being done	2023-24
10.	Name of the Stock Exchange(s) where shares are listed	NSE/BSE
11.	Paid-up Capital	41,40,58,535
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Johnson Xavier, Company Secretary & Compliance Officer 080 4848 4001 Johnson.x@emudhra.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures made in this report are on a standalone basis and pertain only to eMudhra Limited
14.	Name of assurance provider	Not applicable
15.	Type of assurance obtained	Not applicable

II. Products/services

14. Details of business activities (*accounting for 90% of the turnover*):

Sl. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Information and communication	Computer Programming, Consultancy and related activities	100%

15. Products/Services sold by the entity (*accounting for 90% of the entity's Turnover*):

Sl. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Computer Programming, Consultancy and related activities	6201	100%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	0	9	9
International	0	7	7

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	Pan - India
International (No. of Countries)	More than 25 Countries

b. What is the contribution of exports as a percentage of the total turnover of the entity?

11.53%

c. A brief on types of customers

eMudhra Limited positions itself as a thought leader who partners with clients to deliver digital transformation, leveraging disruptive technologies. Led by this vision, the Company focuses on vertical/industry segments, which shows a high propensity to innovate and transform. Based on market analysis, the Company expands into more verticals such as BFSI, Health Care etc. The Company also has specific strategies for different Geos and Domains. Hence, the Market and Customers are also segmented by Geography, and the expansion in new geographies like Americas is based on this. The Company also believes in forging long-term partnerships with clients & hence additional criteria such as client turnover and IT budget are used as lead indicators of potential to scale and deliver value in multiple areas.

➤ Verticals:

- BFSI (Banking, Financial Services & Insurance)
- Healthcare & Pharma
- Education
- Government & Public Sector
- Manufacturing
- Others

➤ Geographies:

- Americas
- Europe
- India
- Middle East & Africa
- Far East & Indonesia

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	678	493	72%	185	28%
2.	Other than Permanent (E)	0	0	0	0	
3.	Total employees (D + E)	678	493	72%	185	28%
WORKERS						
4.	Permanent (F)					
5.	Other than Permanent (G)	0	0	0	0	0
6.	Total workers (F + G)	0	0	0	0	0

a. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	3	3	100%	0	0%
2.	Other than Permanent (E)	0	0	0		
3.	Total differently abled employees (D + E)	3	3	100%	0	0%
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)					
5.	Other than permanent (G)	0	0	0	0	0
6.	Total differently abled workers (F + G)	0	0	0	0	0

Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	16.67%
Key Management Personnel	0	0	0%

Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2023-2024 (Turnover rate in current FY)			FY 2022-2023 (Turnover rate in previous FY)			FY 2021-2022 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	28%	47%	34%	28%	49%	34%	36%	48%	39%
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA

* Based on voluntary exit of employees.

V. Holding, Subsidiary and Associate Companies (including joint ventures)

19. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary/ associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	eMudhra Technologies Limited	Subsidiary	100%	No
2.	eMudhra Consumer Services Limited	Subsidiary	100%	No
3.	eMudhra DMCC	Subsidiary	100%	No
4.	eMudhra Inc*	Subsidiary	100%	No
5.	eMudhra Pte Ltd	Subsidiary	100%	No
6.	eMudhra MU Ltd	Subsidiary	100%	No
7.	eMudhra BV	Subsidiary	100%	No
8.	PT eMudhra Technologies Indonesia	Subsidiary	60%	No
9.	eMudhra Kenya Limited	Subsidiary	100%	No

*eMudhra Inc holds 51% interest in Ikon Tech Services LLC.

VI. CSR Details

20. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **Yes**
 (ii) Turnover (in Rs.) 1832.59 million
 (iii) Net worth (in Rs.) 5290.50 million

VII. Transparency and Disclosures Compliances

21. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	NA	Nil	Nil	-	Nil	Nil	-
Investors (other than shareholders)	NA	Nil	Nil	-	Nil	Nil	-
Shareholders	YES	3	0	-	91	Nil	-
Employees	NA	Nil	Nil	-	Nil	Nil	-

and workers							
Customers	YES	22	0	-	11	0	-
Value Chain Partners	NA	Nil	Nil	-	Nil	Nil	-
Other (please specify)	NA	Nil	Nil	-	Nil	Nil	-

22. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Corporate Governance	Risk	Strong corporate governance is very essential for responsible business conduct and sustainability of the company and ensuring equitable distribution to all stakeholders.	Robust corporate governance mechanism as per Companies Act, 2013 and SEBI Regulations has been put in place. Further, appropriate measure for risk management including constitution of Risk Committee at the Board level has been put in place.	Positive
2.	Privacy and Data Security	Opportunity / Risk	Risk: Privacy and Data Security is becoming a major risk due to increasing globalization and digitisation where the number of digital users has grown exponentially and they use several systems located around the world.	The Company has put in place robust system and methodologies with respect to information technology/ cyber security risk which set forth limits, mitigation strategies and internal controls.	Positive

			<p>Opportunity: Since the company is engaged in cyber security and digital transformation, the above risk provides a huge opportunity to the company to sell its solutions and services.</p>	<p>The Company has a Personal Data Protection Standard which aims to create a responsible culture of data protection within eMudhra and increase employee awareness of data protection, acceptable data handling practices and applicable requirements in relation to Personal Data. The Company also adheres to standards prescribed by Controller of Certifying Authorities, India and Web Trust Standards Globally.</p>	
3.	Human Resource	Opportunity / Risk	<p>Opportunity: Human resources is one of the key strategic imperative for the Company and we consistently invest in the growth & development and alignment of employees to the Company growth strategy.</p> <p>Risk:</p> <p>Market demand for skilled talent is high and hence continuously investing in skilling newer employees to make them business ready and at the same time automating and streamlining processes is of vital</p>	<p>We have a meritocratic, transparent and equal opportunity culture. We provide growth & development opportunities to high performing employees ahead of time. We have invested in hiring key and critical talent to accelerate digital and fair product & process offerings to our customers. We deeply invest in initiatives to promote learning & development, performance support, career growth, engagement,</p>	Positive

			importance.	diversity and inclusion at the workplace. We have an open-door policy to address employee concerns.	
4.	Social Responsibility	Opportunity	Business must be aligned to its social responsibility to the community in which it operates. Towards this and towards afforesting, our company has developed emSigner solution which is a complete paperless solution. Thus, we have aligned ourself to the larger interest of the global community.	The Company strives to be a good corporate citizen with special emphasis on environmental responsibility and driving inclusivity.	Positive.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred to as P1-P9 as given below:

P1	Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive towards all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses when engaging in influencing public and regulatory policy should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	www.emudhra.com/investors									
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	NA. We have no outsourcing partners. Our partners are only sales channel partners.									
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001:2015 ISO/IEC 27018:2014 ISO 27001:2013 ISO 20000-1:2018 EU – GDPR CMMI DEV/5									
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The quality management and adherence to standards is a continuous process and we have a created a Governance Risk & Compliance (GRC) team to continuously ensure this.									
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	At each Board Meeting, the performance of specific commitments, goals and targets are reviewed.									
Governance, leadership and oversight										
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (<i>listed entity has flexibility regarding the placement of this disclosure</i>) Refer Point 26 of the Director's Report.										
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(s).	Board of Directors									
9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	No									

10. Details of Review of NGRBCs by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9

Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	A	A	A	A	A	A	A	A
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	A	A	A	A	A	A	A	A

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

No.

12. If answer to question (11) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Not Applicable

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors / Key Managerial Personnel (KMP)	The Directors of the Company and KMPs are briefed on the sustainability initiatives of the Company from time to time. The Directors are also updated on changes/developments in the domestic/global corporate and industry scenario including those pertaining to statutes/legislation & economic environment on matters affecting the Company, to enable them to take well informed and timely decisions.		
Employees other than the Board of Directors or KMPs	<p>The Company periodically updates and familiarises employees on the following:</p> <ol style="list-style-type: none"> 1. eMudhra's Code of Ethics which covers aspects such as Corporate Governance & Good Corporate Citizenship 2. Whistleblower Policy of the Company 3. Sustainability Policies of the Company 		

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: The entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Nil

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or nonmonetary action has been appealed.

Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.

The Company's Code of Ethics covers aspects relating to anti-corruption or anti-bribery. In terms of the said Code, the Company believes in conducting its business in a transparent manner. The eMudhra's Code of Ethics can be accessed on the Company's corporate website at www.emudhra.com/investors under 'Company Policies' section.

5. Number of Directors/KMPs/employees/worker Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement

	FY 2023-24
Directors	NIL
KMPs	NIL
Employees	NIL

6. Details of complaints regarding conflict of interest:

	FY 2023-24	Remarks
Number of complaints received in relation to issues of conflict of interest of directors	Nil	Nil
Number of complaints received in relation to issues of conflict of interest of KMPs	Nil	Nil

7. Provide details of any corrective action taken or under way on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2023-24	FY 2022-23
Number of days of account payables	38 Days	49 Days

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Nil	Nil
	b. Number of trading houses where purchases are made from	Nil	Nil
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	Nil	Nil

Concentration of Sales	a. Sales to dealers/ distributors as % of total sales	Nil	Nil
	b. Number of dealers/ distributors to whom sales are made	Nil	Nil
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors	Nil	Nil
Share of RPTs in	a. Purchases (Purchases with related parties/ total purchases)	Nil	Nil
	b. Sales (Sales to related parties/ total Sales)	12.98%	8.06%
	c. Loans & advances (Loans & advances given to related parties/ total loans and advances)	Nil	Nil
	d. Investments (Investments in related parties/ total Investments made)	100%	100%

LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year.

The company does not have any out-sourcing partners. It only has sales agencies, hence not applicable.

Total number of awareness programmes held	Topics/Principles covered under the training	% of value chain partners covered (by the value of business done with such partners) under the awareness programmes
NA	NA	NA

2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the board? (Yes/No) If yes, provide details of the same.

Yes, the Code of Conduct for Directors and Senior Management covers the definition of 'conflict of interest'. The Code explains the requirement of not involving in any subject matter which could cause a conflict of interest.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

The Company is into Information Technology business.

	FY 2023-24	FY 2022-23	Details of improvement in Environmental and Social impacts
R&D	NA	NA	NA
Capex	NA	NA	NA

2. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

The Company develops all its solutions by itself and there is no sourcing of IP related to solutions. Hence, not applicable.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging), (b) E-waste, (c) Hazardous waste, and (d) other waste.

Being an IT company, there is limited scope for using recycled material as processed inputs. Nonetheless, the Company is constantly seeking out opportunities to recycle waste.

The Company follows the below-mentioned processes to dispose waste safely:

- a) Disposing off the plastic waste with Bruhat Bengaluru Mahanagara Palike (BBMP) & non usage of plastic garbage covers and plastic products in the cafeteria
- b) IT team sends E-Waste to Karnataka State Pollution Control Board (KSPCB) licensed vendors
- c) Disposal of hazardous waste like DG filters to KSPCB licensed vendors
- d) Disposal of other paper wastes to BBMP
- e) Food waste & dry waste is recycled into manure & used for in-house garden

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not Applicable

LEADERSHIP INDICATORS

1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

Not applicable

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same.

Not applicable

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Not Applicable

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

Not Applicable

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not Applicable

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

1. a. Detail of measures for the well-being of employees

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity Benefits		Day Care Facilities*	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
PERMANENT EMPLOYEES											
Male	493	493	100%	493	100%	0	0%	493	100%	0	0
Female	185	185	100%	185	100%	185	100%	0	0	0	0
Total	678	678	100%	678	100%	185	100%	493	100%	0	0

*We have provided for women wellness room and creche facility.

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
OTHER THAN PERMANENT EMPLOYEES											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total											

b. Details of measures for the well-being of workers

NA

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the company	1.82%	2.32%

2. Details of retirement benefits for the current and previous financial year

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	NA	Y	100%	NA	Y
Gratuity	100%	NA	Y	100%	NA	Y
ESI	1.47%	N/A	Y	5.33	N/A	Y
Others – please specify	98.53	N/A	Y	94.67	N/A	Y

3. Accessibility of workplaces

Are the premises/offices accessible to differently abled employees as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the premises is very much accessible to differently abled employees as per the requirements of the Act.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy.

Yes, the entity has equal opportunity policy as per the rights of persons with Disabilities Act. The policy is available at www.emudhra.com.

5. Return to work and retention rates of permanent employees that took parental leave.

Gender	Permanent Employees	
	Return to work rate	Retention rate
Male	100%	100%
Female	100%	100%
Total	100%	100%

6. Is there a mechanism available to receive and redress grievances for the Permanent and Non-permanent employees' categories of employees? If yes, give details of the mechanism in brief.

Yes. Grievances from employees is directed to the Head – HR and Legal and further action taken to have it addressed and resolved with the help of the Internal Committee (ICC).

Internal Committee, as mandated by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, has been set up to redress complaints received regarding sexual harassment at work place and specializes in Prevention of Sexual Harassment (“POSH”).

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

N/A

8. Details of training given to employees and workers

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health & Safety Measures		On Skill Upgradation		Total (A)	On Health & Safety Measures		On Skill Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/A)	No. (F)	% (F/A)
EMPLOYEES										
Male	493	493	100%	493	100%	522	522	100%	522	100%
Female	185	185	100%	185	100%	229	229	100%	229	100%
Total	678	678	100%	678	100%	751	751	100%	751	100%

9. Details of performance and career development reviews of employees and workers

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (A)	No. (B)	% (B/A)
Male	493	493	100%	522	522	100%
Female	185	185	100%	229	229	100%
Total	678	678	100%	751	751	100%

10. Health and Safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such a system?

Yes. Health and safety measures required for the industry in which company is operating.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The company is operating in IT and ITES sector, no such work-related hazards are associated with the activity. However, we are taking precautions related to IT and ITES industries.

b. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.

NA

c. Do the employees/workers of the entity have access to non-occupational medical and healthcare services?

As the Company is operating in the city of Bangalore, the employees have easy access to non-occupational medical healthcare services. For emergencies during office time, we have separate wellness room for men and women and appropriate first aid facilities. Further, the company has medical coverage for its employees.

11. Details of safety-related incidents

Safety Incident / Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one Mn-person hours worked)	Employees	NIL	NIL
Total recordable work-related injuries	Employees	NIL	NIL
No. of fatalities (safety incident)	Employees	NIL	NIL
High consequence work-related injury or ill-health (excluding fatalities)	Employees	NIL	NIL

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The employees are trained during fire drill sessions conducted by third party professionals, who are specialized in these activities. All the employees took part in this activity and mock drill has been conducted. In these sessions employees are educated about safety measures and few employees have provided demos.

The employees are also provided with wellness centers to take care of any non-serious health situations and also provided with first aid kits, etc.

The office building is constructed by considering all the safety measures like fire alarms, smoke detectors, etc. This will help in identifying and avoiding any untoward incidents.

13. Number of complaints on the following made by employees:

Category	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolutions at the end of year	Remarks	Filed during the year	Pending resolutions at the end of year	Remarks
Working Conditions	NIL	NIL	NIL	NIL	NIL	NIL
Health and Safety	NIL	NIL	NIL	NIL	NIL	NIL

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and Safety Practices	Fire department and pollution control board have assessed our premises and have given no objection certificate.
Working Conditions	As we are in IT industry, it is not applicable.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health and safety practices and working conditions.

NA

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of? (A) Employees (Y/N) (B) Workers (Y/N).

A. An in-built life cover insurance has been provided to employees under Gratuity policy which is called as Life cover Sum Assured (LCSA).

B. NA

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company ensures that statutory dues applicable to the transactions within the ambit of the Company are deducted and deposited in accordance with the concerned regulations. This activity is also verified as part of the internal and statutory audit. The Company does not have any value chain partners in its solutions-related procurement activities.

3. Provide the number of employees having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees		No. of employees that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	NIL	NIL	NIL	NIL

4. Does the entity provide transition assistance programmes to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

No – Retirement age is 58 yrs. We Do not have any after retirement programme. We have not terminated any employee during the year.

5. Details on assessment of value chain partners:

	% Of value chain partners (by the value of business done with such partners) that were assessed
Health and Safety Practices	Not applicable
Working Conditions	Not applicable

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners

Not applicable.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

ESSENTIAL INDICATOR

1. Describe the processes for identifying key stakeholder groups of the entity.

The stakeholders that could be identified can be employees, shareholders and investors, customers, channel partners, product partners, system integration partners, regulators, lenders, vendors, credit rating agencies, and non-governmental organizations. Key stakeholders are identified in consultation with the Company's management. The Company understands that a broad and inclusive materiality process, including stakeholder engagement with individual or group of individuals or institutions that adds value to the business chain, is identified as a key stakeholder. The expectations and concerns of identified stakeholders help in the prioritization of strategy, policies, and action plans for the environment, economy, and society.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Key Stakeholders	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/Half Yearly/ Quarterly/ Others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Project-related calls and meetings; Project management reviews; relationship meetings and reviews; executive meetings and briefings; customer visits; responses to RFIs/RFPs; sponsored	As needed Continuous	To provide best and class service to the customer and win newer and newer business and referral business from the customers.

		events; mailers; WhatsApp messages. newsletters; brochures Company website; social media (LinkedIn, Facebook, Instagram)		
Employees	No	Town halls; project or operations reviews; video conferences; audio conference calls; Performance Evaluation Programme; one-on-one counselling; Wellness programs; Employee Engagement programs	Continuous	For continuous improvement in employee satisfaction and productivity.
Shareholder/Investors	No	Press releases and press conferences; email advisories; in-person meetings; investor conferences; Disclosures; Financial statements in Ind AS, earnings call, exchange notifications; press conferences Investors page on the eMudhra website Annual General Meeting; Annual Report	As needed Quarterly Continuous Annually	Ensuring corporate governance, transparency and disclosure at the highest level.
Channel Partners, Product Partners, System Integration Partners	No	Meetings, calls, visits, events and business reviews.	As needed	Active engagement with partners for business improvement.

Vendors	No	Meetings, calls, visits, and business reviews	As needed.	Active engagement with vendors to improve procurement.
Government & Regulatory Body	No	Policy Advocacy, Interaction on official matters consultative papers and meetings convened by them.	As needed	To improve interaction with regulators for the benefit of society at large.
Credit Rating Agency	No	Providing information for rating purposes.	Annually	For the purpose of the rating.
Non-Government organization.	No	For CSR purposes.	As needed	For the purpose of ensuring that CSR contribution made by the company is used effectively.

LEADERSHIP INDICATORS

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Key stakeholders are identified through an exercise undertaken in consultation with the Company's management. The prioritized list includes everyone from customers, employees, shareholders, investors, government and regulatory bodies, NGOs, alliance partners, and other vendors. A stakeholder interaction exercise with both internal and external stakeholders is undertaken as explained earlier.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes. ESG requirements in RFPs from customers demand information and commitment on carbon neutrality, science-based targets, diversity, inclusion, equity, etc. Such requirements have been taken into account and have internalized the ESG requirements with the existing ESG framework in consultation with Executive management.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable / marginalized stakeholder groups.

Not Applicable

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(s)

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	678	678	100%	751	751	100%
Other permanent	NA	NA	NA	NA	NA	NA
Total Employees	678	678	100%	751	751	100%
Workers						
Permanent	NA	NA	NA	NA	NA	NA
Other than permanent	NA	NA	NA	NA	NA	NA
Total Workers	NA	NA	NA	NA	NA	NA

2. Details of minimum wages paid to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent										
Male		0	0	493	100%	0			522	100%
Female		0	0	185	100%	0			229	100%
Other Permanent	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Male	NA	NA		NA	NA	NA	NA	NA	NA	NA
Female	NA	NA		NA	NA	NA	NA	NA	NA	NA
Workers										
Permanent	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Other Permanent	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

3. Details of remuneration/salary/wages:

a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD) – Whole Time Director	1	60,00,400	NA	NA
Key Managerial Personnel	4	43,20,000	NA	NA
Employees other than BoD and KMP	485	6,00,000	185	50400
Workers	NA	NA	NA	NA

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	22%	23%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. The HR head of the Company is responsible for addressing human rights impacts.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The HR head of the Company is responsible for addressing human rights impacts. Internal Committee (IC) has been set up to redress complaints received regarding sexual harassment which specializes in the Prevention of Sexual Harassment (“POSH”) and other human rights violations.

6. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	NIL	NIL	NIL	NIL	NIL	NIL

Discrimination at workplace	NIL	NIL	NIL	NIL	NIL	NIL
Child Labour	NIL	NIL	NIL	NIL	NIL	NIL
Forced Labour/Involuntary Labour	NIL	NIL	NIL	NIL	NIL	NIL
Wages	NIL	NIL	NIL	NIL	NIL	NIL
Other human Rights related issues	NIL	NIL	NIL	NIL	NIL	NIL

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24	FY 2022-23
Total complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees/workers	NIL	NIL
Complaints on POSH upheld	NIL	NIL

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Induction and awareness program is conducted for all new hires on discrimination and harassment.

The policy is available for all the employees in HRIS Portal

Employees can raise their complaints and concerns to icc@emudhra.com

1. Do human rights requirements form part of your business agreements and contracts?
(Yes/No)

No

2. Assessments for the year:

As we are in IT industry, these are not applicable.

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	Company Follows all the applicable laws
Forced/involuntary labour	No assessment done
Sexual harassment	No Complaints received
Discrimination at workplace	No such discrimination reported
Wages	Company Follows all the applicable laws related to employment & wages

3. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not applicable

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

The Company has not received any grievances or complaints regarding Human Rights Violation in FY 2023-24.

Any grievance raised will be responded/addressed within 2 days.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

The Company has a Code of Ethics in place to ensure that all Human Rights protocols are respected and followed.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, the premises is well equipped for differently abled visitors.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	NA
Discrimination at workplace	NA
Child Labour	NA
Forced Labour/Involuntary Labour	NA
Wages	NA

Others – please specify

The Company does not have any value chain partner for sourcing in respect of IT products. It has only sales agents / partners.

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not applicable.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24	FY 2022-23
Total electricity consumption (A)	1586 Giga Joules	1757 Giga Joules
Total fuel consumption (B)	390 Giga Joules	432 Giga Joules
Energy consumption through other sources (C) – Solar Power	133 Giga Joules	147 Giga Joules
Total energy consumption (A+B+C)	2109 Giga Joules	2336 Giga Joules
Energy intensity per rupee of turnover (Total energy consumption in giga joule / turnover in crores)	9	9.45

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No

3. Provide details of the following disclosures related to water, in the following format:

The Company's use of water is strictly limited to human consumption. As we are not a manufacturing organisation, the prescribed table does not apply to the Company. We are hence not required to fill out the table in the prescribed format.

In the office, efforts have been made to ensure that water is used sparingly. We have also installed sewage treatment plant for treating and recirculating the sewage water.

4. Provide the following details related to water discharged:

Not Applicable

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

The Company does not discharge untreated effluent; any surplus is treated and released according to KSPCB regulations. Water from a borewell and treated sewage water is used for flushing and gardening. In addition, testing is conducted on a monthly basis in accordance with the KSPCB's regulations.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Not Applicable.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	<i>Metric tonnes of CO₂ Equivalent</i>	19	21
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	<i>Metric tonnes of CO₂ Equivalent</i>	143	158
Total Scope 1 and Scope 2 emissions per crore of turnover		0.65	0.72

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

We have solar power generation of 100 KW capacity to reduce energy consumption through grid, thereby reducing scope 2 Green House Gas emission.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY2023-24	FY 2022-23
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	-	-
Bio-medical waste (C)	We do not produce or dispose of any kind of biomedical, construction debris or radioactive waste. Hence it is not applicable.	
Construction and demolition waste (D)		
Battery waste (E)		

Radioactive waste (F)		
Other Hazardous waste. Please specify, if any. (G)		
Other Non-hazardous waste generated (H) . Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)		
Total (A+B + C + D + E + F + G + H)		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste - Not applicable		
(i) Recycled		
(ii) Re-used		
(iii) Other recovery operations		
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste - Not applicable		
(i) Incineration		
(ii) Landfilling		
(iii) Other disposal operations		
Total		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Given the nature of the business, there is no usage of hazardous and toxic chemicals by the organization.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of Operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
1	NA	NA	NA

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA	NA	NA	NA	NA	NA

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances.

Yes, eMudhra is compliant with all the applicable environmental laws and regulations based on its nature of business.

LEADERSHIP INDICATORS

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): Not Applicable

For each facility / plant located in areas of water stress, provide the following information:

Not Applicable

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Not Applicable

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Not Applicable

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

We have business continuity and disaster management plan by having a main data center, disaster recovery (DR) center in different seismic zone and offsite data centers. We have enabled all the employees with ability to work from home and work from any place. Our data centers are built in accordance with the guidelines issued by Ministry of IT (CCA) / Web Trust. Thus, 100% business continuity and disaster management plan are ensured. The plan includes continued availability of manpower, servers, storage, networking, firewalls, online synchronous and asynchronous mirroring, etc. We have also built high availability storage and servers and networking.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Not Applicable

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Not Applicable

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

1. a. Number of affiliations with trade and industry chambers / associations.
Refer to response below

b. List the top 10 trade and industry chambers / associations you are a member of / are affiliated to, on the basis of no. of members.

eMudhra is member of:

1. Confederation of Indian Industry (CII)
2. India PKI Forum, New Delhi
3. Asia PKI Consortium, Honk Kong
4. European Cloud Signature Consortium, Brussels
5. Fido Alliance, USA
6. CA/Browser Forum

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities

None

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

The Company has not undertaken any SIAs in the current financial year.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.

Not Applicable.

3. Describe the mechanisms to receive and redress grievances of the community.

Not Applicable

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers.

	FY 2023-24	FY2022-23
Directly sourced from MSMEs/ small producers	NA	NA
Sourced directly from within the district and neighbouring districts	NA	NA

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
Rural		
Semi-urban		
Urban	91%	91%
Metropolitan	9%	9%

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Not Applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Not Applicable

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised / vulnerable groups? (Yes/No)

No.

(b) From which marginalised / vulnerable groups do you procure?

NA

(c) What percentage of total procurement (by value) does it constitute?

NA

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.

Not applicable

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not applicable

6. Details of beneficiaries of CSR Projects

Sl. No.	CSR Project	No. of Persons Benefited from CSR Project	% of Beneficiaries from Vulnerable and Marginalised Groups
1	Promotion of education and social health of society in large by IIT Bombay	These projects are for benefit of society at large and not for specific number of persons.	100%
2	Promotion of Education and social health of society in large by Avtar Puthri	These projects are for benefit of society at large and not for specific number of persons.	100%
3	Promotion of Education and social health of society in large by Ashok Trust for Research	These projects are for benefit of society at large and not for specific	100%

		number of persons.	
4	Promotion of Education and social health of society in large by Thirumeiyar Charitable Trust	These projects are for benefit of society at large and not for specific number of persons.	100%
5	Promotion of Education and social health of society in large by Sri Pratyaksha Charitable Trust	These projects are for benefit of society at large and not for specific number of persons.	100%

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

We are committed to surpassing client expectations consistently. We have robust mechanisms to track and respond to customer complaints and feedback in the delivery of our services.

2. Turnover of products / services as a percentage of turnover from all products / services that carry information about Environmental and social parameters relevant to the product, Safe and responsible usage, Recycling and / or safe disposal.

Not applicable

3. Number of consumer complaints in respect of data privacy, advertising, cybersecurity, delivery of essential services, restrictive trade practices, unfair trade practices

We do not have any consumer complaints in respect of data privacy, advertising, cybersecurity, delivery of essential services, restrictive trade practices, unfair trade practices.

4. Details of instances of product recalls on account of safety issues

Not applicable

5. Does the entity have a framework / policy on cybersecurity and risks related to data privacy? (Yes / No) If yes, provide web-link of the policy.

Yes. eMudhra has a holistic and comprehensive cybersecurity framework

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cybersecurity and data privacy of customers, re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not applicable.

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches
Nil

b. Percentage of data breaches involving personally identifiable information of customers
0%

c. Impact, if any, of the data breaches
Nil

Leadership indicators

1. Channels / platforms where information on products and services of the Company can be accessed

Information relating to all the products and services provided by the Company is available on the Company's website, www.emudhra.com

2. Steps taken to inform and educate consumers, especially vulnerable and marginalised consumers, about safe and responsible usage of products and services.

Not applicable

3. Mechanisms in place to inform consumers of any risk of disruption / discontinuation of essential services.

Not applicable.

4. Does the Company display product information on the product over and above what is mandated as per local laws?

Not applicable as our products are not sold physically.

5. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of the entity or the entity as a whole? (Yes / No)

No. As major part of our business is B2B business, consumer survey is not meaningful. We have relationship management in place to handle our B2B customers.

Independent Auditor's Report Consolidated



INDEPENDENT AUDITOR'S REPORT

To The Members of eMudhra Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **eMudhra Limited** (the "Company"), its subsidiaries and eMudhra Employees Stock Option trust (the Company and its subsidiaries and the trust together referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended on that date, and a summary of material accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2023, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024 and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have

obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
<p>Revenue recognition</p> <p>Accuracy of recognition, measurement, presentation and disclosure of revenue and related balances towards Ind AS 115- Revenue from contracts with customers.</p> <p>The application of this standard involves the assessment towards identification of performance obligation, determination of transaction price for each of the identified performance obligations, the judgements used in determining the satisfaction of those performance obligations over time or at a point in time.</p> <p>The Group's revenue from contracts mainly includes sales of software licenses, digital certificates, software services and sales of related accessories/products for those software licenses.</p>	<p>Our audit procedure involves the identification of internal controls and their operating effectiveness towards application of this standard. We have also carried out substantive testing of the transactions.</p> <ul style="list-style-type: none"> a) We have assessed the appropriateness of the revenue recognition policies by comparing with the applicable Indian Accounting Standards. b) Selected the samples of continuing contracts as well as new contracts and identified the performance obligations and compared the same with the performance obligation identified by the Group. c) Verified the basis of allocation of transaction price to the identified performance obligation if not specifically mentioned in the contract. d) Identified the basis to be considered to determine the satisfaction of performance obligation and compared the same with the judgements used by the Group in determining the satisfaction of performance obligation over the time or at a point in time. e) Verified the appropriate evidence considered for determining the

	<p>satisfaction of performance obligation towards transfer of promised goods or services.</p> <p>f) Verified the judgements used by the Group in determining the stages of completion of the contracts where the satisfaction of entire performance obligation is partially completed.</p> <p>g) Verified the process towards identification of contracts where the right to consideration is unconditional and is due only after passage of time.</p>
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Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder’s Information, but does not include the Consolidated Financial Statements and our auditor’s report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with governance for the Consolidated Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and the consolidated cash flows of the Group in accordance with Ind AS and other accounting

principles generally accepted in India. The respective Board of directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, The respective Board of directors of the companies included in the group are responsible for assessing the respective Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them

all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Statement of Consolidated Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiaries incorporated in India, none of the directors is disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Companies Act, 2013.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements as at 31st March 2024 - Refer Note 36 of the consolidated financial statements.
- ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts to the consolidated financial statements. The Group did not have any derivative contracts.
- iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.
- iv. (a) The respective Managements of the Company and its subsidiary companies which are incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, outside the Group, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Managements of the Company and its subsidiary companies which are incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or

indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. As stated in the consolidated financial statements;
 - a) The final dividend proposed in the previous year, declared and paid by the Company during the current financial year is in accordance with Section 123 of the Act, as applicable.
 - b) The Board of Directors of the Company have proposed final dividend during the year which is subject to approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with the Section 123 of the Act, as applicable.
- vi. Based on our examination which included test checks performed by us on the company and its subsidiaries incorporated in India have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1,2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules , 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31,2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For Suri & Co.,
Chartered Accountants
Firm Registration No. 004283S

Place: Bengaluru

Date: 29.04.2024

V Natarajan
Partner
Membership No.223118
UDIN: 24223118BKBNPA2768

Annexure A to the Independent Auditors' report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of eMudhra Limited of even date)

Report on the Internal Financial Controls with reference to Consolidated financial statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to Consolidated Financial Statements of eMudhra Limited (hereinafter referred to as the "Company") and its subsidiary companies which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Company and its subsidiary companies which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the company and its subsidiary companies incorporated in India.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls

with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company and its subsidiary companies which are incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31st March 2024, based on the internal financial control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Suri & Co.,
Chartered Accountants
Firm Registration No. 004283S

V Natarajan
Partner
Membership No. 223118
UDIN: 24223118BKBNPA2768

Place: Bengaluru

Date: 29.04.2024



Consolidated Financials



eMudhra Limited
CIN:L72900KA2008PLC060368
Consolidated Balance sheet as at 31st March 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Note No.	As at March 31,2024	As at March 31,2023
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3a	1,106.03	914.93
(b) Right-of-use assets	4	1.86	84.78
(c) Capital work-in-progress	3b	303.34	366.05
(d) Goodwill		511.38	39.19
(e) Other Intangible assets	5a	907.36	581.52
(f) Intangible assets under development	5b	202.61	106.24
(g) Financial assets			
(i) Other financial assets	7	17.11	18.67
(h) Other non-current assets	8	55.27	4.90
Total Non-current assets		3,104.96	2,116.28
Current assets			
(a) Inventories	9	29.36	10.34
(b) Financial assets			
(i) Investments	6	40.23	209.46
(ii) Trade receivables	10	1,032.88	672.24
(iii) Cash and cash equivalents	11	2,252.65	669.80
(iv) Bank balances other than (iii) above	12	201.71	314.00
(v) Loans	13	25.42	0.49
(vi) Other financial assets	7	31.41	18.80
(c) Current tax assets (Net)	22	22.43	-
(d) Other current assets	8	758.95	588.04
Total current assets		4,395.04	2,483.17
Total Assets		7,500.00	4,599.45
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	404.20	374.87
(b) Other equity	15	6,158.73	3,541.09
Total equity attributable to the owners of the company		6,562.93	3,915.96
Non-controlling interests		57.82	8.18
Total equity		6,620.75	3,924.14
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(ia) Lease liabilities	17	0.29	61.97
(b) Provisions	19	25.66	27.61
(c) Deferred tax liabilities (Net)	20	67.22	25.65
(d) Other non-current liabilities	21	28.82	0.05
Total Non-current liabilities		121.99	115.28
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	74.71	156.50
(ia) Lease Liabilities	17	1.41	34.75
(ii) Trade payables:	18		
a. Total outstanding dues of micro enterprises and small enterprises and		81.46	54.13
b. Total outstanding dues of creditors other than micro and small enterprises		158.16	128.01
(iii) Other financial liabilities	17A	136.10	57.55
(b) Other current liabilities	21	78.33	62.30
(c) Provisions	19	176.16	39.59
(d) Current tax liabilities (Net)	22	50.93	27.20
Total current liabilities		757.26	560.03
Total liabilities		879.25	675.31
Total Equity and Liabilities		7,500.00	4,599.45

Corporate information and material accounting policies

1 & 2

See accompanying notes to the financial statements

As per our report of even date attached

For Suri & Co

Chartered Accountants

Firm Registration Number: 004283S

For and on behalf of the Board of Directors
of eMudhra Limited

Natarajan V
Partner

Membership No: 223118

Place: Bengaluru
Date: April 29, 2024

V Srinivasan
Executive Chairman and
Director
DIN: 00640646

Venu Madhava
Whole time Director
DIN: 06748204

Ritesh Raj Pariyani
Chief financial officer

Johnson Xavier
Company secretary and
Compliance officer



eMudhra Limited

CIN:L72900KA2008PLC060368

Consolidated statement of profit and loss for the period ended 31st March 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Note No.	For the year ended March 31,2024	For the year ended March 31,2023
Income			
I Revenue from operations	23	3,731.19	2,487.57
II Other income	24	69.21	52.99
III Total Income (I+II)		3,800.40	2,540.56
IV Expenses			
Operating expenses	25	888.62	300.55
Purchase of stock-in -trade	26	354.42	287.62
Changes in inventories of stock in trade	27	(19.01)	11.04
Employee benefits expense	28	812.88	643.61
Finance costs	29	30.05	33.85
Depreciation and amortisation expense	30	208.09	158.45
Other expenses	31	598.73	371.65
Total expenses (IV)		2,873.78	1,806.77
V Profit/(Loss) before exceptional items and tax (III-IV)		926.62	733.79
VI Exceptional items		-	-
VII Profit/(Loss) before tax (V-VI)		926.62	733.79
VIII Tax expense			
Current tax		121.27	112.61
Deferred tax		41.83	9.20
Total tax expenses		163.10	121.81
IX Profit/(Loss) for the year (VII-VIII)		763.52	611.98
X Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Remeasurement (loss)/gain on defined benefit plan (net of tax)		(1.33)	(4.64)
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations (net of tax)		2.22	(43.96)
Other comprehensive income/(loss) for the year (net of tax)		0.89	(48.61)
XI Total comprehensive income/(loss) for the year (IX+X)		764.41	563.37
(comprising profit/(loss) and other comprehensive income for the year)			
Profit is attributable to			
Owners of eMudhra Limited		750.64	616.77
Non-controlling interests		12.88	(4.79)
Other comprehensive income attributable to			
Owners of eMudhra Limited		0.89	(48.61)
Non-controlling interests		-	-
Total comprehensive income attributable to:			
Owners of eMudhra Limited		751.54	568.16
Non-controlling interests		12.88	(4.79)
XII Earnings per share (Nominal value of share INR 5/- each)	32		
Basic		9.74	8.35
Diluted		9.50	8.01
Corporate information and material accounting policies	1 & 2		

See accompanying notes to the financial statements

As per our report of even date attached

For Suri & Co

Chartered Accountants

Firm Registration Number: 004283S

For and on behalf of the Board of Directors
of eMudhra Limited

Natarajan V

Partner

Membership No: 223118

V Srinivasan
Executive Chairman and
Director
DIN: 00640646

Venu Madhava
Whole time Director
DIN: 06748204

Place: Bengaluru

Date: April 29, 2024

Ritesh Raj Pariyani
Chief financial officer

Johnson Xavier
Company secretary and
Compliance officer

eMudhra Limited
CIN:L72900KA2008PLC060368
Consolidated cash flow statement for the year ended 31st March 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	For the year ended March 31,2024	For the year ended March 31,2023
<u>A. Operating activities</u>		
Profit before tax	926.62	733.79
Adjustments for:		
Depreciation and amortisation expense	208.09	158.45
Interest income from bank deposits and others	(33.35)	(33.05)
Interest on lease liabilities	16.82	20.00
Provision for doubtful debts	4.41	9.24
Bad debts written off	68.10	-
Interest income on security deposit	(0.87)	(0.64)
Net gain on assets measured at fair value through profit/ loss	(0.20)	(1.47)
Share based payment	41.46	31.64
Profit on sale of investments	(7.20)	(0.49)
Sundry creditors written back	(3.87)	(2.69)
Impairment of assets	9.09	-
(Profit)/loss on sale of property, plant and equipment	3.48	(0.06)
Interest dues to micro and small enterprises	4.02	-
Gain on lease termination	(22.75)	-
Other borrowing cost	1.08	-
Movement in minority interest	12.88	(4.79)
Operating profit before working capital changes	1,227.81	909.93
Working capital adjustments:		
Decrease/(Increase) in other non-current and current financial assets	(256.21)	(254.06)
Decrease/(Increase) in inventories	(19.01)	11.04
Decrease/(Increase) in trade receivable	(433.16)	(239.26)
Decrease/(Increase) in loans	(24.92)	14.65
Increase/(Decrease) in non-current and current other financial liabilities	74.53	24.50
Increase/(Decrease) in non-current and current provision	134.62	(4.32)
Increase/(Decrease) in non-current and current liabilities	68.54	12.80
Increase/(Decrease) in trade payables	62.36	37.00
Increase/(Decrease) in lease liability	-	(25.95)
Cash generated from operations	834.56	486.32
Income taxes paid (net)	(109.35)	(150.68)
Net Cash flow from / (used in) operating activities (A)	725.21	335.64
<u>B. Cash flow from Investing activities:</u>		
Purchase of Property, plant and equipment and Intangible assets	(738.51)	(620.70)
Sale proceeds from property, plant and equipment	2.43	0.10
Payment towards acquisition of business (net of assets acquired)	(472.19)	-
Investments in mutual funds	(555.44)	(282.49)
Redemption of mutual funds	732.08	75.00
Interest received	21.17	33.05
Increase / (Decrease) from term deposits & other bank balances	115.98	(272.20)
Net cash used in investing activities (B)	(894.48)	(1,067.24)
<u>C. Cash flow from Financing activities:</u>		
Proceeds / repayment from short term borrowings (net)	(81.79)	(189.72)
Proceeds / repayment from long term borrowings (net)	-	(197.69)
Payment of lease liabilities	(25.92)	(23.97)
Payment towards expenses on issue of shares	(60.21)	(112.91)
Proceeds from exercise of share options	5.69	-
Proceeds from issuance of equity shares (Private placement)	-	390.00
Proceeds from issuance of shares (Initial Public Offering)	-	1,610.00
Proceeds from issuance of shares (Qualified Institutional Placement)	2,000.00	-
Redemption of preference share capital	-	(86.00)
Payment of equity & preference dividend	(94.10)	(94.83)
Increase in Non-controlling interests	36.76	-
Other borrowing cost	(1.08)	-
Interest paid on lease liabilities	(16.82)	(20.00)
Net cash from / (used in) financing activities(C)	1,762.53	1,274.88
Foreign exchange differences on translation of foreign operations (D)	(10.41)	43.96
Net increase/ (decrease) in cash and cash equivalents(E=A+B+C+D)	1,582.85	587.25
Cash and cash equivalents at the beginning of the financial year (F)	669.79	82.55
Cash and cash equivalents at the end of the year (E+F)	2,252.64	669.80

Non-cash changes recognised in respect of liabilities on account of financing activities is Nil (Nil).

eMudhra Limited

CIN:L72900KA2008PLC060368

Consolidated cash flow statement for the year ended 31st March 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	For the year ended March 31,2024	For the year ended March 31,2023
Components of cash and cash equivalents as at end of the year		
Balance with banks:		
- On current account	1,031.83	645.55
Deposit accounts	1,220.53	24.00
- Cash on hand	0.29	0.25
Total cash and cash equivalents as per Balance Sheet	2,252.65	669.80
Cash and cash equivalents as per Statement of Cash Flow	2,252.64	669.80

See accompanying notes to the financial statements

As per our report of even date attached

For Suri & Co.,
Chartered Accountants
Firm Registration Number: 004283S

For and on behalf of the Board of Directors
of eMudhra Limited

Natarajan V
Partner
Membership No: 223118

V Srinivasan Venu Madhava
Executive Chairman and Director Whole time Director
DIN: 00640646 DIN: 06748204

Place: Bengaluru
Date: April 29, 2024

Ritesh Raj Pariyani Johnson Xavier
Chief financial officer Company secretary and Compla

A. Equity share capital

Particulars	Note No.	Amount
Balance as at 1st April 2022		350.90
Changes due to prior period errors		-
Restated balance as at 1st April 2022		350.90
Changes in equity share capital during the year		
- Issue of shares	14	39.46
- Buyback of shares		-
Share outstanding at the end of the year		390.36
Shares held by the employees stock option trust		(15.49)
Balance as at 31st March 2023		374.87
Particulars	Note No.	Amount
Balance as at 1st April 2023		390.36
Changes due to prior period errors		-
Restated balance as at 1st April 2023		390.36
Changes in equity share capital during the year		
- Issue of shares	14	23.70
- Buyback of shares		-
Share outstanding at the end of the year		414.06
Shares held by the employees stock option trust		(9.86)
Balance as at 31st March 2024		404.20

B. Other Equity

Particulars	Note No.	Atributable to the equity holders of the group							Non controlling interest	Total Other Equity
		Capital Redemption Reserve	Retained Earnings	Securities Premium	Share based payment reserve	Foreign currency translation reserve	Capital reserve on consolidation	Remeasurement of defined benefit plans through Other		
Balance as at 1st April 2022		197.43	860.02	-	5.24	19.83	-	86.00	12.96	1,190.12
Change in accounting policy or prior period errors		-	-	-	-	-	-	-	-	-
Restated balance as at 1st April 2022		197.43	860.02	-	5.24	19.83	-	86.00	12.96	1,190.12
Add: Transactions during the year										
Profit/(loss) for the year	15	-	616.77	-	-	-	-	-	-	611.98
Remeasurement of the net defined benefit plans		-	-	1,960.54	-	-	-	-	-	(4.64)
On issue of equity shares		-	-	(112.92)	-	-	-	-	-	1,960.54
Transaction costs on issue of shares		-	(86.00)	9.81	(9.81)	-	-	-	-	(112.92)
Transfer to capital redemption reserve upon redemption of preference share		86.00	-	-	-	-	-	-	-	-
Transferred on account of exercise of stock options		-	-	-	-	-	-	(86.00)	-	-
Redemption of Preference shares		-	-	-	31.64	-	-	-	-	31.64
Stock compensation expense		-	-	-	-	-	-	-	-	9.91
Transfer on account of consolidation		-	-	-	-	-	-	-	-	-
Exchange fluctuation		-	-	-	0.12	-	43.96	-	-	43.46
Transaction with Owners in their capacity as owner			(94.83)	-	-	-	-	-	-	(94.83)
Dividends (including Preference dividend)		-	-	-	-	-	-	-	-	-
Balance as at 31st March 2023		283.43	1,295.96	1,857.43	27.19	63.79	9.91	-	8.18	3,549.27

Particulars	Note No.	Attributable to the equity holders of the group							Preference share capital	Non controlling interest	Total Other Equity
		Reserves and Surplus									
		Capital Redemption Reserve	Retained Earnings	Securities Premium	Share based payment reserve	Foreign currency translation reserve	Capital reserve on consolidation	Remeasurement of defined benefit plans through Other			
Balance as at 1st April 2023		283.43	1,295.96	1,857.43	27.19	63.79	9.91	3.38	-	8.18	3,549.27
Change in accounting policy or prior period errors		-	-	-	-	-	-	-	-	-	-
Restated balance as at 1st April 2023		283.43	1,295.96	1,857.43	27.19	63.79	9.91	3.38	-	8.18	3,549.27
Add: Transactions during the year	15										
Profit/(loss) for the year		-	750.64	-	-	-	-	-	-	-	763.52
Remeasurement of the net defined benefit plans		-	-	-	-	-	-	(1.33)	-	-	(1.33)
On issue of equity shares		-	-	1,976.30	-	-	-	-	-	-	1,976.30
Transaction costs on issue of shares		-	-	(60.21)	-	-	-	-	-	-	(60.21)
Transferred on account of exercise of stock options		-	-	13.49	(13.49)	-	-	-	-	-	-
Stock compensation expense		-	-	-	44.87	-	-	-	-	-	44.87
Exchange fluctuation		-	-	-	3.97	(2.22)	-	-	(0.29)	-	1.46
Transferred to general reserve for the options vested and lapsed		-	0.24	-	(0.24)	-	-	-	-	-	-
Non-Controlling interest on acquisition		-	-	-	-	-	-	-	-	36.76	36.76
Transaction with Owners in their capacity as owner											
Dividends		-	(94.10)	-	-	-	-	-	-	-	(94.10)
Balance as at 31st March 2024		283.43	1,952.74	3,787.02	62.30	61.57	9.91	1.76	-	57.82	6,216.55

See accompanying notes to the financial statements

As per our report of even date attached

For Suri & Co
Chartered Accountants
Firm Registration Number: 004283S

For and on behalf of the Board of Directors
of eMudhra Limited

Natarajan V
Partner
Membership No: 223118

V Srinivasan
Executive Chairman and Director
DIN: 00640646

Venu Madhava

Whole time Director
DIN: 06748204

Place: Bengaluru
Date: April 29, 2024

Ritesh Raj Pariyani
Chief financial officer
Johnson Xavier
Company secretary and Compliance officer



Note 1 Company Information

eMudhra Limited (“the parent company”) provides various solutions and services like digital signatures, authentication solutions, paperless office solutions and other solutions around PKI technology. eMudhra stands for enabling a digital future with a foundation built on digital identity and trust.

eMudhra is a licensed certifying authority under the Information Technology Act, 2000, founded in 2008 from the seed of digital signatures. eMudhra has since grown to establish strong roots in solutions providing security to enterprises and end consumer for online transactions. eMudhra strives to stay relevant in the PKI and online security space by optimizing a market-based approach to drive solutions that address our customers’ financial and statutory needs. eMudhra’s products include digital signature certificates, authentication solutions, paperless office solutions, Certifying Authority solutions, solutions for securing data at rest and data in transit, solutions for Internet of Things (IoT), etc.

The parent company is a public company domiciled in India and is incorporated under the provisions of the Companies Act Applicable in India. The parent company shares are listed on two recognised stock exchange i.e., on National Stock Exchange and Bombay Stock Exchange.

The consolidated financial statements are approved for issue by the Board of Directors on 29th April 2024.

Note 2 Material Accounting Policies

1. Basis of Preparation

The consolidated financial statements are prepared and presented in accordance with Generally Accepted Accounting Principles in India (GAAP) comprises the mandatory Indian Accounting Standards (Ind AS) [as notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015], as amended from time to time, to the extent applicable, the provisions of the Companies Act, 2013 and these have been consistently applied.

The Consolidated financial statements up to and for the year ended March 31, 2021, were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act.

2. Use of Estimates and judgement

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles in India that requires that the management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, disclosure of contingent liability and contingent assets as at the date of consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Although such estimates are made on a reasonable and prudent basis taking into account of all available information, actual results could differ from these estimates and such differences are recognised in the period in which the results are ascertained and in any future periods affected.

Management also uses judgement in deciding whether individual item or group of items are material in the consolidated financial statements. Materiality is judged by reference to the size and nature of the item. The deciding factor is whether omission, misstatement or obscuring the information could individually or collectively influence the economic decision that users make on the basis of the consolidated financial statements.

Critical estimates and Judgements:

The areas involving critical estimates or judgements are:

- Note 3a - Depreciation rates of Property Plant and equipment
- Note 4 - Determination of lease term
- Note 20 - Recognition of deferred tax asset
- Note 19 - Gratuity and Compensated absences
- Note 28 - Share based payments

3. Basis of Measurement

The consolidated financial statements have been prepared on a historical cost basis except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments, if any
- Financial assets and liabilities that are qualified to be measured at fair value
- The defined benefit asset / liability is recognised as the present value of defined benefit obligation less fair value of plan assets.
- Employee share-based payments

4. Functional and Presentation Currency

The consolidated financial statements are presented in Indian Rupee (INR) which is the functional and the presentation currency of the parent Company.

5. Current/ non-current classification

All assets and liabilities are classified into current and non-current as per the normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 201 in respect of parent and subsidiary companies which are incorporated in India.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- i) it is expected to be realised in the normal operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is expected to be realised within 12 months after the reporting date; or
- iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- i) it is expected to be settled in the normal operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is due to be settled within 12 months after the reporting date; or
- iv) The Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

6. Revenue Recognition

The Group's contracts/sales orders with customers include promises to transfer multiple products/services ("performance obligations") to a customer. Revenues from customer

contracts/sales orders are considered for recognition and measurement when the contracts/sales orders have been accepted, expressed /implied, by the parties to the contract, the parties to contract/sales order are committed to perform their respective obligations under the contract/sales order, and the contract/sales order is legally enforceable.

Revenue from fixed-price maintenance contracts is recognized by estimating the proportionate completion method when the pattern of benefits from the services rendered to the customer and the Group's costs to fulfil the contract is not even through the period of the contract because the services are generally discrete in nature and not repetitive. Revenues in excess of billing are classified as unbilled revenue in our consolidated financial statements.

Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer.

Arrangements to deliver software products generally have three elements viz. license fee, implementation/integration fee and Annual maintenance contracts ("AMC"). Where the license is required to be substantially customized as part of the implementation service the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed. Revenue from client training, support and other services arising due to the sale of software products is recognized as the performance obligations are satisfied.

In case of AMC and license subscription model, revenue is recognized on a straight-line basis over the period in which the services are rendered except in those cases where contract/sales order value is less than INR 1 million.

In case of trust services and software reseller model, the revenue is recognised as and when the performance obligations are transferred for negotiated price (transaction price), and it is highly probable that the group will be able to collect the transaction price due under the contract/sales orders or otherwise.

Variable consideration primarily consists of discounts, rebates, price concessions, incentives and performance bonuses which are reduced from the transaction price, if specified in the contract with customer/based on customary business practices.

Other Income:

- i) Interest income is recognised using the effective interest rate method.
- ii) Dividend income is recognised when the right to receive is established.
- iii) Rental income arising from operating leases is recognised on a straight-line basis over the lease term unless increase in rentals are in line with the expected inflation or otherwise justified.
- iv) Other income not specifically stated above is recognised on accrual basis.

7. Property, Plant and Equipment and Capital Work in-Progress

Property, plant and equipment's (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Cost of acquisition includes directly attributable costs for bringing the assets to its present location and use.

The cost of an item of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. The cost of property, plant and equipment not ready for their intended use as at each reporting date is disclosed as capital work-in-progress.

Capital work-in-progress comprises supply-cum erection contracts; the value of capital supplies received at site and accepted, capital goods in transit and under inspection. An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

8. Intangible Assets and Intangible Asset under Development

The cost of software (which is not an integral part of the related hardware) acquired for internal use and Direct expenditure incurred for development of intangible assets resulting in significant future economic benefits, is recognised as an Intangible Asset in the books of accounts when the same is ready for use.

Intangible Assets that are not yet ready for their intended use as at the reporting date are classified as "Intangible Assets under Development". Cost of Developmental work, which is completed, wherever eligible, is recognised as an Intangible Asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

9. Depreciation / Amortisation

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. The Depreciation is provided as per the useful life prescribed in Schedule II of Companies Act, 2013.

Leasehold improvements are depreciated over the period of lease.

Where cost of a part of the asset is significant to total cost of the asset and estimated useful life of that part is different from the estimated useful life of the remaining asset, estimated useful life of that significant part is determined separately and the significant part is depreciated on straight-line basis over its estimated useful life.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

The residual values, useful lives and methods of depreciation / amortisation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation/amortisation on Property, plant & equipment added/disposed off during the year is provided on pro-rata basis with respect to date of acquisition/disposal.

Intangible assets are amortised over the estimated useful lives of 10 years on a straight-line basis, from the date that they are available for use. The residual values, useful lives and amortisation methods, are reviewed at each financial year end and adjusted prospectively, if appropriate.

10. Impairment of Non-Financial Assets

The Group assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an assets or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset in determining fair value less costs of disposal.

Reversal of impairment provision is made when there is an increase in the estimated service potential of an asset or Cash Generating Unit (CGU), either from use or sale, on reassessment after the date when impairment loss for that asset was last recognised.

11. Leases

As a Lessee: -

Contracts with third party, which gives the right to use of an asset, is accounted in line with the provisions of "Ind AS 116 – Leases" if the recognition criteria as specified in the accounting standard are met.

Lease payments associated with short terms leases and leases in respect of low value assets are charged off as expenses on straight line basis over lease term or other systematic basis, as applicable.

At commencement date, the value of "right of use" is capitalised at the present value of outstanding lease payments plus any initial direct cost and estimated cost, if any, of dismantling and removing the underlying asset and presented as part of Plant, property, and equipment. Liability for lease is created for an amount equivalent to the present value of outstanding lease payments and presented as Borrowings. Subsequent measurement of right of use assets is

made using Cost model.

Each lease payment is allocated between the liability created and finance cost. The finance cost is charged to the Statement of Profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the respective company's incremental borrowing rate. Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

As a lessor: -

Leases are classified as operating lease, or a finance lease based on the recognition criteria specified in Ind AS 116.

a) Finance lease:

At commencement date, amount equivalent to the "net investment in the lease" is presented as a Receivable.

The implicit interest rate is used to measure the value of the "net investment in Lease". Each lease payment is allocated between the Receivable created and finance income. The finance income is recognised in the Statement of Profit and loss over the lease period so as to reflect a constant periodic rate of return on the net investment in Lease.

The asset is tested for de-recognition and impairment requirements as per Ind AS 109 – Financial Instruments.

Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

b) Operating lease:

The Group recognises lease payments from operating leases as income on either a straight-line basis or another systematic basis, if required.

Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

Inventories

The inventories are valued at lower of cost or net realisable value.

The cost of bought out materials is ascertained by using the weighted average cost formula. The cost comprises the purchase cost of the item and cost of bringing such item into factory.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

12. Income Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only if,

- as a legally enforceable right to set off the recognized amounts; and
- Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward

of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

13. Foreign Currencies

Transactions in foreign currencies are initially recorded by the Group at their respective currency exchange rates at the date the transaction qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency by using the closing exchange rate at the reporting date. Differences arising on settlement or translation of monetary items are recognised in statement of profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the dates of the initial transactions.

14. Employee Benefits

Short-term employee benefits – Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service.

Post-employment benefits (defined benefit plans) – The employees' gratuity scheme is a defined benefit plan. In accordance with the Payment of Gratuity Act, 1972 and other applicable law outside India, the Group provides for gratuity for the eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on an actuarial valuation using projected unit credit method. The discount rate is based on the prevailing market yields of Indian government securities. Gains and Losses through re-measurement of the net defined benefit liability / (asset) are recognized in Other Comprehensive Income.

Actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (asset) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result

of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in statement of profit and loss.

Defined Contribution Plan

The Group has defined contribution plans for employees comprising of Provident Fund and Employee's State Insurance for the parent and subsidiary companies incorporated in India. The contributions paid/payable to these plans during the year are charged to the Statement of Profit and Loss for the year when the contributions are due. The group liability is limited to the extent of contributions made to these funds.

Long-term employee benefits - Long-term employee benefits comprise of compensated absences and other employee incentives, if any. These are measured based on an actuarial valuation carried out by an independent actuary at each Balance Sheet date unless they are insignificant. Actuarial gains and losses and past service costs are recognized in the Statement of Profit and Loss.

15. Provisions/ Contingent liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of profit and loss net of any reimbursement.

Provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognizes any impairment loss on the assets associated with that contract. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities/Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a Contingent liability but discloses its existence in the consolidated financial statements.

A contingent asset is a possible asset that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. The Group does not recognize a Contingent asset but discloses its existence in the consolidated financial statements where an inflow of economic benefits is probable.

16. Cash and Cash Equivalents

Cash comprises of cash on hand and demand deposits. Cash equivalents are short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash, which are subject to an insignificant risk of change in value.

Bank overdrafts, if any, are classified as borrowings under current liabilities in the balance sheet.

17. Financial Instruments

Initial measurement

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition except for the trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value on initial recognition.

Subsequent measurement [non-derivative financial instruments]

Financial assets carried at amortized cost.

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income [FVTOCI]

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

Financial assets at fair value through profit or loss [FVTPL]

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial Liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

Trade receivables

Trade receivables are the amount due from the customers for the services rendered in the ordinary course of business. Trade receivables are initially recognised at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at the fair value. The Group holds trade receivables for the receipt of contractual cashflows and therefore measures them subsequently at the amortised cost using effective interest rate method.

Trade payables and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recorded initially at fair value and subsequently measured at amortised cost using effective interest rate method.

Investment in Subsidiaries and associates

Investment in subsidiaries and Associates are measured at cost less impairment.

Share Capital – Ordinary Shares

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all its liabilities. Equity instruments recognized by the Group are recognized at the proceeds received net of direct issue cost.

De-recognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset, and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

Reclassification of Financial Instruments

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. If the Group reclassifies financial assets, it applies the reclassification prospectively.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

18. Fair value Measurement

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Group for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Group uses valuation techniques that are appropriate in

the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

19. Impairment of Financial Assets

Financial Assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

Non-Financial Assets

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been

determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

20. Share based payments

Equity-settled share-based payments to employees and other providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based payment transactions are set out in note 55. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in statement of profit and loss such that the cumulative expenses reflect the revised estimate, with a corresponding adjustment to the Share based payments reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

21. Segment reporting

Operating segments are reported in the manner consistent with the internal reporting to the chief operating decision maker (CODM). The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

3a Property, Plant and Equipment

Particulars	Leasehold land	Buildings	Computer and hardware	Motor vehicles	Furniture & Fixtures	Plant & Machinery	Office and Electrical equipment's	Total
Gross Carrying Amount								
As at March 31, 2022	89.25	552.53	86.57	6.21	-	-	43.33	777.88
Additions/ adjustments during the year	-	156.27	11.73	-	44.98	26.67	55.16	294.81
Disposals/ adjustments during the year	-	-	(0.06)	-	-	-	(0.22)	(0.28)
Exchange fluctuation	-	-	(0.41)	-	-	-	0.26	(0.15)
As at March 31, 2023	89.25	708.80	97.83	6.21	44.98	26.67	98.53	1,072.27
Additions/ adjustments during the year	9.00	8.79	121.28	2.38	11.62	69.44	34.90	257.41
Disposals/ adjustments during the year	(6.25)	-	-	-	-	-	-	(6.25)
Exchange fluctuation	-	-	0.50	-	-	-	-	0.50
As at March 31, 2024	92.00	717.59	219.61	8.59	56.60	96.11	133.43	1,323.93
Accumulated Depreciation								
As at March 31, 2022	5.09	16.45	65.05	4.69	-	-	28.10	119.39
Depreciation for the year	0.85	11.76	8.73	0.22	4.04	1.69	10.76	38.04
Disposal/ adjustments during the year	(0.48)	0.49	(0.06)	-	-	-	(0.18)	(0.23)
Exchange fluctuation	-	-	0.41	-	-	-	(0.27)	0.14
As at March 31, 2023	5.46	28.70	74.13	4.91	4.04	1.69	38.41	157.34
Depreciation for the year	0.84	11.90	27.38	0.57	5.07	1.98	12.61	60.35
Disposal/ adjustments during the year	(0.34)	-	-	-	-	-	-	(0.34)
Exchange fluctuation	-	-	0.55	-	-	-	-	0.55
As at March 31, 2024	5.96	40.60	102.06	5.48	9.11	3.67	51.02	217.90
Net carrying amount								
As at March 31, 2022	84.17	536.07	21.52	1.52	-	-	15.23	658.50
As at March 31, 2023	83.79	680.10	23.70	1.30	40.94	24.98	60.12	914.93
As at March 31, 2024	86.04	676.99	117.55	3.11	47.49	92.44	82.41	1,106.03



Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

Notes:

(i) Details of leasehold land

- a. Lease hold land measuring 12140.00 Sq. Mtrs located at plot no. 12- P1- A & 12 -P1-B(Corner) of Bengaluru IT Park Industrial Area in SY nos. 95/P & 7 (Block no.21,22 &24- Part) of B K Palya Village , Jala Hobli, Bengaluru North Taluk, has been allotted to the parent company by Karnataka Industrial Areas Development Board(KIADB) for a leasehold period of 99 years. The parent Company obtained possession on 29.03.2016. This land was mortgaged against term loan of INR 250 from Kotak Mahindra Bank. This term loan were fully repaid and mortgage was released during the financial year 2022-23.
- b. Lease hold land measuring 2.5 acres in the ELCOSEZ- Jagirammalayam,Salem has been allotted to the parent company by Electronics Corporation of Tamil Nadu Limited(ELCOT) for a lease period of 99 years. During the financial year, the company has surrendered the leasehold land to ELCOT for a consideration of Rs. 2.43.

(ii) Depreciation / Amortisation

Depreciation is calculated on straight line basis over the estimated useful lives of the asset

Leased assets are amortised on a straight line basis over their estimated useful lives or their respective lease term whichever is shorter

(iii) Method of Accounting Depreciation

Depreciation / Amortisation has been calculated as per the Accounting Policy No. 9 and recognised as expense in the Statement of Profit and Loss.

(iv) Estimation of useful life of Assets

The estimated useful lives of various categories of Tangible Assets is as follows:

Asset Class	Years
Leasehold land	99
Buildings*	3 - 60
Computer and hardware	3 - 6
Motor vehicles*	8-10
Furniture & Fixtures	10
Plant & Machinery	15
Office and Electrical equipment's	5-10

* Based on estimated useful life (which are different from the useful life indicated in Schedule II to the Companies Act, 2013) after taking into consideration factors like expected usage of assets, risk of technical and commercial obsolescence etc.

(v) Restriction on title

With reference to the lease hold land allotted by KIADB, the parent company has received rectification deed from KIADB in September 2022, wherein KIADB has accorded approval to transfer the lease hold land to the parent company after 2 years of continuous production from the date of commercial production. The parent company has implemented the project on 01st April 2022 and accordingly sale deed with KIADB will be executed after the completion of 2 years. The parent company has filed application with KIADB on 12.04.2024 for execution of sale deed in the name of the company and is confident of obtaining the legal title from KIADB and do not foresee any further obligation towards transfer of title.

(vi) Contractual commitments

Refer Note 35 for outstanding contractual commitments.

(vii) Impairment of assets - Refer note 34

(viii) Refer Note 8 in respect of unadjusted capital advance paid towards Property, Plant and Equipment.

(ix) Deemed Cost

On transition to Ind AS, the group has elected to continue with the carrying value of all its other property, plant and equipment as at April 1, 2021 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

(x) Amount of depreciation recognised as a part of other asset is Nil.



Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

3b Capital work-in-progress

Particulars	As at		As at	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Buildings	2.55	13.84		
Office and Electrical equipment	37.20	8.56		
Furniture & Fixtures	0.20	8.46		
Computer & Hardware	263.39	335.19		
Total	303.34	366.05		

Ageing of Capital work-in-progress as at March 31, 2024

Particulars	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 Years	More than 3 years	
Projects in Progress	158.72	144.62	-	303.34
Projects temporarily suspended	-	-	-	-
Total	158.72	144.62	-	303.34

Completion schedule - Time and Cost overrun 2023-24

CWIP	To be completed in			Total
	Less than 1 year	1-2 years	More than 3 years	
Building	-	-	-	-
Total	-	-	-	-

Ageing of Capital work-in-progress as at March 31, 2023

Particulars	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 Years	More than 3 years	
Projects in Progress	356.96	-	9.09	366.05
Projects temporarily suspended	-	-	-	-
Total	356.96	-	9.09	366.05

Completion schedule - Time and Cost overrun 2022-23

CWIP	To be completed in			Total
	Less than 1 year	1-2 years	More than 3 years	
Building	-	9.09	-	9.09
Total	-	9.09	-	9.09

(i) Impairment of assets - Refer note 34

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(All amounts are in INR million, unless otherwise stated)

4 Right-of-use assets

Particulars	Plant and Machinery
Gross Carrying Amount	
As at March 31, 2022	138.62
Additions	19.23
Adjustments	(3.57)
Derecognised	-
As at March 31, 2023	154.28
Additions	-
Adjustments	-
Derecognised	(137.94)
As at March 31, 2024	16.34
Accumulated Depreciation	
As at March 31, 2022	33.97
Amortisation for the year	35.53
Adjustments	-
Derecognised	-
As at March 31, 2023	69.50
Amortisation for the year	35.18
Adjustments	-
Derecognised	(90.20)
As at March 31, 2024	14.48
Net carrying amount	
As at March 31, 2022	104.65
As at March 31, 2023	84.78
As at March 31, 2024	1.86

Notes:

Depreciation has been charged to ROU Assets on a straight line method based on the lease term and is included under depreciation and amortization expense in the statement of Profit and Loss.

(i) The following amount have been recognised in the statement of profit and loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation (refer note 30)	35.18	35.53
Interest expense (refer note 29)	16.82	20.00
Expense relating to short term lease (refer note 31)	31.88	26.50
Gain on lease termination (refer note 24)	(22.75)	-
Other borrowing cost on account of pre closure of lease (refer note 29)	1.08	-

(ii) Extension and termination options

Extension and termination options are included in the property lease agreements. These are used to maximise operational flexibility in terms of managing the assets used in the group's operations. The majority of extension and termination options held are exercisable only by the parent company and not by the respective lessor.

(iii) Critical judgements in determining the lease term:

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

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(All amounts are in INR million, unless otherwise stated)

(iv) The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2024 and March 31, 2023 on an undiscounted basis:

Particulars	As at March 31,2024	As at March 31,2023
Less than one year	1.41	34.75
One to two years	0.29	32.45
More than two years	-	29.52
Total	1.70	96.72

The parent company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(v) Net Debt Reconciliation

Particulars	Lease liability	Cash	Total
Net Debt as on April 01, 2022	(127.39)	82.55	(44.84)
Cash flows	43.96	587.25	631.21
Addition on account of recognition of RoU asset	(1.63)	-	(1.63)
Interest expense	(20.00)	-	(20.00)
Less: Adjustments	8.36	-	8.36
Net Debts as on March 31, 2023	(96.72)	669.80	573.08
Cash flows	43.82	1,582.85	1,626.67
Addition on account of recognition of RoU asset	-	-	-
Interest expense	(16.82)	-	(16.82)
Other borrowing cost	(1.08)	-	(1.08)
Deletion on account of termination of RoU asset	69.10	-	69.10
Net Debts as on March 31, 2024	(1.70)	2,252.65	2,250.95

(vi) References to other leases related notes

For leases accounting policy refer accounting policy no. 11

For leases liability related information refer note 17

(vii) Leases not yet commenced to which lease is committed

As at March 31, 2024, commitments for leases not yet commenced was Nil (2023:Nil)

(viii) Contractual maturities of financial liabilities : Refer note no 48

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(All amounts are in INR million, unless otherwise stated)

5a Other intangible assets

Particulars	Computer Software (Including development costs)
Gross carrying amount	
As at March 31, 2022	907.01
Additions	273.82
Disposals	-
Effect of exchange fluctuation	15.60
As at March 31, 2023	1,196.43
Additions	433.60
Disposals	-
Effect of exchange fluctuation	8.12
As at March 31 2024	1,638.15
Accumulated Amortisation	
As at March 31, 2022	524.76
Amortisation for the year	84.88
Disposals	-
Effect of exchange fluctuation	5.27
As at March 31, 2023	614.91
Amortisation for the year	112.56
Disposals	-
Effect of exchange fluctuation	3.32
As at March 31 2024	730.79
Net carrying amount	
As at March 31, 2022	382.25
As at March 31, 2023	581.52
As at March 31 2024	907.36

(i) Depreciation / Amortisation

Depreciation is calculated on straight line basis over the estimated useful lives of the asset

(ii) Method of Accounting Depreciation/Amortisation

Amortisation has been calculated as per the Accounting Policy No. 9 of the group and recognised as expense in the Statement of Profit and Loss.

(iii) Estimation of useful life of Assets

The estimated useful lives of the Other Intangible Assets is as follows:

Asset Class	Years
Computer software (including development costs)	10

(iv) Restriction on title: Nil

(v) Contractual commitments

Refer Note 35 for outstanding contractual commitments

(vi) Impairment of assets - Refer note 34

(vii) Refer Note 8 in respect of unadjusted capital advance paid towards Other Intangible assets

5b Intangible assets under development

Particulars	As at	
	As at March 31, 2024	March 31, 2023
Internally developed	202.61	106.24
Less: Provision for impairment	-	-
Total	202.61	106.24

Intangible assets under development ageing schedule 2023-24

Intangible assets under development	Amount in Intangible assets under development for a period of			Total
	Less than 1 year	1-2 Years	2-3 Years	
Projects in Progress	202.61	-	-	202.61
Projects temporarily suspended	-	-	-	-
Total	202.61	-	-	202.61

Completion schedule - Time and cost over run 2023-24

Intangible assets under development	To be completed in			Total
	Less than 1 year	1 - 2 years	2 - 3 years	
Projects in Progress	-	-	-	-
Total	-	-	-	-

Intangible assets under development ageing schedule 2022-23

Intangible assets under development	Amount in Intangible assets under development for a period of			Total
	Less than 1 year	1-2 Years	2-3 Years	
Projects in Progress	95.71	10.53	-	106.24
Projects temporarily suspended	-	-	-	-
Total	95.71	10.53	-	106.24

Completion schedule - Time and cost over run 2022-23

Intangible assets under development	To be completed in			Total
	Less than 1 year	1 - 2 years	2 - 3 years	
Projects in Progress	-	-	-	-
Total	-	-	-	-

(i) Contractual commitments

Refer Note 35 for outstanding contractual commitments

(ii) Impairment of assets - Refer note 34

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(All amounts are in INR million, unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
6 Financial Assets		
Current investments		
Unquoted		
Investment in mutual funds at fair value through Profit and loss		
ICICI Prudential Overnight Fund Direct Plan Growth [units 92,802.64 @ Rs. 1208.48 per unit]	-	112.15
HDFC Overnight Fund Direct Plan Growth [units 29,231.01 @ Rs.3328.44 per unit]	-	97.29
Mirae Asset Liquid Fund - Direct Plan Growth [units 7870.710 @ Rs.2550.29 per unit]	20.07	-
UTI Liquid Fund - Direct Plan Growth [units 5085.612 @ Rs.3957.97 per unit]	20.13	-
Investment in equity shares at amortised cost		
ICICI Bank Limited no. of shares 70 @ Rs.453.01 per share [no. of shares 60 @ Rs.359.13 per share]	0.03	0.02
Total	40.23	209.46
i. Particulars	2023-24	2022-23
(a) Aggregate amount of quoted investments and market value thereof	0.03	0.02
(b) Aggregate amount of unquoted investments	40.20	209.44
(c) Aggregate amount of impairment in value of investments	-	-
7 Other financial assets		
Non-Current		
Unsecured, considered good		
Security deposit	-	5.24
Bank deposits with maturity more than 12 months*	17.11	13.43
Total	17.11	18.67
* Includes INR 17.11 (2023: INR 13.43) held as margin money deposit as against bank guarantees.		
(i) Refer note 47 for classification of financial instruments		
Current		
Unsecured, considered good		
Interest accrued but not due on deposits	19.35	7.18
Other deposits	-	1.54
Rent deposit	4.14	3.31
Security deposits	5.10	4.53
Tender deposit	2.82	2.24
Total	31.41	18.80
(j) Financial instruments		
Refer note 47 for classification of financial instruments		
(ii) Impairment of financial assets		
Provision for impairment has been made in line with accounting policy no.20		
8 Other non-current assets		
Unsecured, considered good		
Capital advances	30.68	2.71
Others		
Balance with government authorities	0.55	0.55
Prepaid expenses	1.66	1.64
Contract cost	22.38	-
Total	55.27	4.90
Other current assets		
Unsecured, considered good		
Advance to suppliers	15.14	10.66
Others		
Prepaid expenses	25.26	15.44
Contract cost	1.23	-
Balance with government authorities	8.76	6.66
Unbilled revenue	691.27	534.27
Contract Asset	16.43	20.71
Other current assets	0.86	0.30
Total	758.95	588.04
9 Inventories (Valued at lower of cost or Net realisable value)		
Stock in trade*	29.36	10.34
Total	29.36	10.34

*includes stock in trade of Rs. Nil (2023: 0.60)

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(All amounts are in INR million, unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
10 Trade receivables		
Unsecured, considered good		
- Others	1,037.29	680.78
Less: Allowance for expected credit loss	(4.41)	(8.54)
Total	1,032.88	672.24
(i) Payment terms		
a. In majority of contracts, payment is due on delivery of License. However, in some contracts a portion of dues is linked to satisfaction of further performance obligations like completion of installation and commission activity etc.		
b. Amount retained by customer in respect of completed performance obligation, due to linking of payment with completion of other performance obligations in the contract, is classified as contract asset. Balance amount receivable is classified as Trade receivable.		
(ii) Financial instruments		
Refer note 47 for classification of financial instruments		
(iii) Refer note 42 for trade receivable ageing schedule		
(iv) Related party disclosure : Refer Note 44 for Related Party Disclosures		
11 Cash and cash equivalents		
Balance with banks:		
- In current account	1,031.83	645.55
-Deposit accounts	1,220.53	24.00
Cash on hand	0.29	0.25
Total	2,252.65	669.80
Cash and cash equivalents includes Term Deposits with original maturity period up to three months. Term Deposits with original maturity period beyond Three months upto Twelve months have been included in Bank balances (Refer Note 12) and Term Deposits with original maturity period beyond Twelve months have been included in Other financial assets (Refer Note 7).		
(i) Refer note 47 for classification of financial instruments		
(ii) There are no repatriation restrictions with regard to cash and cash equivalents		
12 Bank balance other than cash and cash equivalents		
Balances with bank held as margin money deposits as against bank guarantees	1.64	5.26
In deposit accounts	200.00	308.70
Unpaid dividend account	0.07	0.04
Total	201.71	314.00
(i) Refer note 47 for classification of financial instruments		
(ii) There are no repatriation restrictions with regard to cash and cash equivalents		
13 Loans		
Unsecured, considered good		
Others		
Loans to employees	25.42	0.49
Total	25.42	0.49

Particulars	As at		As at	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
14 Share capital				
Authorised share capital				
12,30,00,000(2023: 12,30,00,000) equity shares of INR 5 each	615.00	615.00	615.00	615.00
2,50,00,000 (2023: 2,50,00,000) Preference shares of INR 10 each	250.00	250.00	250.00	250.00
Total	865.00	865.00	865.00	865.00

Equity share capital

(i) Issued, Subscribed and fully paid up share capital
8,08,40,881(2023: 7,49,73,820) equity shares of INR 5 each

374.87

(ii) Reconciliation of the equity share outstanding at the beginning and at the end of the year:

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Share outstanding at the beginning of the year	7,80,72,371	390.36	7,01,79,692	350.90
Add: Share issued during the year	47,39,336	23.70	78,92,679	39.46
Share outstanding at the end of the year	8,28,11,707	414.06	7,80,72,371	390.36
Less: Shares held by eMudhra Employee Stock Option Trust	19,70,826	9.86	30,98,551	15.49
Share outstanding at the end of the year	8,08,40,881	404.20	7,49,73,820	374.87

(iii) Details of shareholders holding more than 5% shares in the group

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% Holding	No. of Shares	% Holding
V. Srinivasan	2,71,22,543	32.75%	2,71,22,543	34.74%
Taarav Pte Ltd	1,38,42,877	16.72%	1,38,42,877	17.73%
Lakshmi Kaushik	56,97,159	6.88%	56,97,159	7.30%
Nippon Life India Trustee Limited	54,83,786	6.62%	30,87,579	3.95%

(iv) Terms, Rights, preferences and restrictions attaching to each class of shares

Particulars	As at		As at	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
a. Shares reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment.	-	-	-	-
b. The aggregate value of calls unpaid (including Directors and Officers of group)	-	-	-	-
c. Shares forfeited	-	-	-	-

d. The parent company has only one class of equity shares having par value Rs. 5 per share each holder of equity share is entitled to one vote per share. Each share holder has a right to receive the dividend declared by the parent company. On winding up of the parent company the equity share holders will be entitled to get the realise value of the remaining assets of the parent company, if any, after distribution of preferential amounts as per law. The distribution will be in proportion to the number of equity shares held by the share holders.

(v) During previous five years the parent company has not bought back its shares

(vi) During the previous five years the parent company has not allotted any shares as fully paid up pursuant to contract without payment being received in cash

(vii) During the previous five years the parent company not allotted any shares as fully paid up by way of bonus shares

(viii) Details of share holding of Promoter and Promoter Group

Name of Shareholder	As at 31st March 2024			As at 31st March 2023		
	No. of Equity shares held	% of holding	% Change during the Year	No. of Equity shares held	% of holding	% Change during the Year
V Srinivasan	2,71,22,543	32.75%	-1.99%	2,71,22,543	34.74%	-8.59%
Taarav Pie Ltd	1,38,42,877	16.72%	-1.01%	1,38,42,877	17.73%	-8.43%
Arvind Srinivasan	31,54,646	3.81%	-0.23%	31,54,646	4.04%	-5.42%
Kaushik Srinivasan	9,25,880	1.12%	-0.07%	9,25,880	1.19%	-0.86%

(ix) Final Dividend

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
(a) Final dividend for FY 2021-22	-	94.83
(b) Final dividend for FY 2022-23	94.10	-

(x) Private placement of parent company

The Board of Directors of parent company vide its meeting dated April 30, 2022 accorded approval to issue 16,03,618 equity shares at price of Rs.243.20 per share (Par value of Rs.5/- per equity share and premium of Rs.238.20 per equity share) on preferential basis through private placement to various investors. Accordingly, the parent company has allotted those shares to those investors on 05th May 2022 and the proceeds from this private placement have been utilised for the purpose as approved and filed with the appropriate authorities.

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Particulars	As at March 31,2024	As at March 31,2023
15 Other equity		
Capital redemption reserve [refer note 15.1 below]	283.43	283.43
Preference share capital [refer note 15.7 below]	-	-
Securities Premium [refer note 15.2 below]	3,787.02	1,857.43
Retained earnings [refer note 15.3 below]	1,952.74	1,295.96
Capital reserve on consolidation	9.91	9.91
Foreign currency translation reserve [refer note 15.4 below]	61.57	63.79
Total other comprehensive income [refer note 15.5 below]	1.76	3.38
Share based payment reserve [refer note 15.6 below]	62.30	27.19
	6,158.73	3,541.09
15.1 Capital redemption reserve		
Balance at the beginning of the year	283.43	197.43
Add: Transactions during the year	-	-
Add: Adjusted against securities premium	-	-
Add: transferred from retained earnings	-	86.00
Balance as at the end of the year	283.43	283.43
15.2 Securities premium		
Balance at the beginning of the year	1,857.43	-
Add: Issue of equity shares	1,976.30	1,960.54
Add: Exercise of stock options by employees	13.49	9.81
Less: Transaction costs on issue of equity shares	(60.21)	(112.92)
Balance as at the end of the year	3,787.02	1,857.43
15.3 Retained earnings		
Balance at the beginning of the year	1,295.96	860.02
Profit/ (Loss) for the year	750.64	616.77
Add: Transferred from Share based payment reserve for the options vested and lapsed	0.24	-
Less: Transfer to capital redemption reserve	-	(86.00)
Less: Dividend paid (Including preference dividend of INR 4.41 million)	(94.10)	(94.83)
Balance as at the end of the year	1,952.74	1,295.96

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(All amounts are in INR million, unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
15.4 Foreign currency translation reserve		
Balance at the beginning of the year	63.79	19.83
Add: Exchange difference on translation of foreign operation	(2.22)	43.96
Balance as at the end of the year	61.57	63.79
15.5 Other comprehensive income for the year		
Balance at the beginning of the year	3.38	8.64
Add: Other comprehensive income for the year	(1.33)	(4.64)
Add: Exchange fluctuation	(0.29)	(0.62)
Balance as at the end of the year	1.76	3.38
15.6 Share based payment reserve		
Balance at the beginning of the year	27.19	5.24
Add: Stock compensation expense during the year	41.45	31.64
Add: Stock compensation capitalized during the year	3.42	-
Add: Exchange fluctuation	3.97	0.12
Less: Transferred to Securities premium for options exercised	(13.49)	(9.81)
Less: Transferred to general reserve for the options vested and lapsed	(0.24)	-
Balance as at the end of the year	62.30	27.19

Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

Particulars	As at March 31,2024	As at March 31,2023
-------------	------------------------	------------------------

15.7 Preference Share capital**(i) Issued, Subscribed and fully paid up share capital**

Nil (2023: Nil) equity shares of INR 10 each

(ii) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

Name of the Shareholder	As at March 31,2024		As at March 31,2023	
	No. of Shares	Amount	No. of Shares	Amount
Share outstanding at the beginning of the year	-	-	8.60	86.00
Add: Share issued during the year	-	-	-	-
Less: Redeemed during the year	-	-	(8.60)	(86.00)
Share outstanding at the end of the year	-	-	-	-

(iii) Dividend

Particulars	For the year ended 31st March 2024		For the year ended 31st March 2023	
	No. of Shares	Amount	No. of Shares	Amount
(a) Final dividend for FY 2021-22	-	2.58	-	-
(b) Final dividend for FY 2022-23	-	1.83	-	-

(vi) These Preference shares amounting to INR 86 are issued to the promoter group at a face value of INR 10 each. The shares had a 3% coupon rate until its redemption and grouped under other equity. The preference shares are redeemed on December 15 2022.

Nature and purpose of the reserves**Securities premium**

Securities premium is created out of the premium on issue of equity shares. The reserve is utilised in accordance with the provisions of Companies Act, 2013

Other Comprehensive income

Other Comprehensive income are those gains/ losses which are not yet realised and excluded from the statement of profit and loss. It consist of remeasurement of the net defined benefit liability and foreign currency translation reserve on consolidation of subsidiary companies.

Capital redemption reserve

Capital redemption reserve is created by transfer from retained earnings an amount equal to face value of shares bought back or redeemed. This reserve is utilised in accordance with the Provisions of Companies Act, 2013.

Share based payment reserve

The reserve related to employee share based payment plans granted by the parent company to the employees of the group. Further information about share based payment to employees is set out in note 46.

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Particulars	As at March 31,2024	As at March 31,2023
16 Borrowings		
Current		
Unsecured		
From Other related parties (refer note 29)	74.71	156.50
Total	74.71	156.50
(i) Period and amount of default - Nil		
(ii) Related party disclosure : Refer Note 44 for Related Party Disclosures		
(iii) Refer note 47 for classification of financial instruments		
(iv) The loan from other related parties are unsecured with the interest rate of 8% repayable on demand		
17 Lease Liabilities		
Non current		
Lease Liability	0.29	61.97
Total	0.29	61.97
Lease Liabilities		
Current		
Current Liability of Lease	1.41	34.75
Total	1.41	34.75
(i) Financial instruments		
Refer Note 47 for classification of financial instruments		
17A Other financial liabilities		
Current		
DSC Portal deposit	8.70	2.71
Unpaid dividend	0.07	0.04
Other advances from customers	6.84	0.03
Employee benefits payable	116.41	47.49
Security deposit from customers	0.06	2.53
Non trade payables dues to micro and small enterprises	4.02	-
Capital creditors	-	4.75
Total	136.10	57.55
(i) Refer note 47 on classification of financial instruments		
18 Trade payables		
Dues to micro enterprises and small enterprises (Refer note 40)	81.46	54.13
Dues to creditors other than micro enterprises and small enterprises		
Others	158.16	128.01
Total	239.62	182.14
(i) Financial instruments : Refer Note 47 for classification of financial instruments.		
(ii) Refer note 43 for trade payables ageing schedule		
19 Provisions		
Non current		
Employee benefits		
Compensated absences [refer note 45]	2.19	1.88
Gratuity [refer note 45]	23.47	25.73
Total	25.66	27.61
Provisions		
Current		
Employee benefits		
Bonus	168.71	34.37
Compensated absences [refer note 45]	3.51	3.13
Gratuity [refer note 45]	3.94	2.09
Total	176.16	39.59

Particulars	As at March 31,2024	As at March 31,2023
20 Deferred tax Liabilities (Net)		
Deferred tax (asset)/liability, net		
Deferred tax liabilities	79.20	38.25
Deferred tax assets	(11.98)	(12.60)
Total	67.22	25.65

Deferred tax balance

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax in relation to:		
Property, plant and equipment	79.26	37.88
Provision for employee benefits	(5.92)	(6.43)
Right of use assets and lease liability	(0.04)	(3.91)
Financial assets	(0.06)	0.37
Financial liabilities	(5.28)	-
Others	(0.74)	(2.26)
Total	67.22	25.65

2023-24	Opening Balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing balance
Deferred tax liabilities/(assets) in relation to				
Property, plant and equipment	37.88	41.39	-	79.26
Provision for employee benefits	(6.43)	0.50	-	(5.92)
Remeasurement of defined benefit obligation	-	0.26	(0.26)	-
Right of Use and Lease liability	(3.91)	3.87	-	(0.04)
Financial assets	0.37	(0.43)	-	(0.06)
Financial liabilities	-	(5.28)	-	(5.28)
Others	(2.26)	1.52	-	(0.74)
Total	25.65	41.83	(0.26)	67.22

2022-23	Opening Balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing balance
Deferred tax liabilities/(assets) in relation to				
Property, plant and equipment	24.74	13.14	-	37.88
Provision for employee benefits	(5.65)	(0.78)	-	(6.43)
Remeasurement of defined benefit obligation	-	1.47	(1.47)	-
Right of Use and Lease liability	(1.16)	(2.75)	-	(3.91)
Financial assets	-	0.37	-	0.37
Others	(0.01)	(2.25)	-	(2.26)
Total	17.92	9.20	(1.47)	25.65

(i) Tax Expense

a) Recognised in statement of profit and loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax		
In respect of the current year	120.75	118.35
In respect of prior years	0.52	(5.74)
	121.27	112.61
Deferred tax		
In respect of the current year	41.83	9.20
Total	41.83	9.20
Total tax expense	163.10	121.81



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Particulars		As at March 31,2024	As at March 31,2023
21	Other non-current liabilities		
	Contract liability		
	Deferred Revenue	28.82	0.05
	Total	28.82	0.05
	Other current liabilities		
	Deferred Revenue	49.73	38.79
	Statutory dues	28.60	23.51
		78.33	62.30
22	Current Tax Liabilities (Net)		
	Provision for tax, net	50.93	27.20
	Total	50.93	27.20
	Current tax assets (net)		
	Tax payment pending adjustments	22.43	-
	Total	22.43	-

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b) Recognised in Other comprehensive Income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Deferred tax		
In respect of the current year - OCI	0.26	1.47
Total	0.26	1.47

c) The reconciliation between the provision for income tax of the company and amounts computed by applying the Indian Statutory income tax rates to profit before taxes is as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before Tax	926.62	733.79
Enacted income tax rate in India	25.17%	25.17%
Computed expected tax expenses	233.23	184.68
Effect of:		
Differential tax rates of branches/ Subsidiaries operating in other jurisdiction	(58.49)	(58.88)
Expenses that are not deductible in determining taxable profit	(4.04)	(5.04)
Others	(7.08)	(4.69)
Reversal of tax provisions of previous year	(0.52)	5.74
	(70.13)	(62.87)
Income tax expenses recognized in the statement of Profit and loss	163.10	121.81

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Particulars	For the year ended March 31,2024	For the year ended March 31,2023
23 Revenue from operations		
Sale of software/solutions services	3,331.18	2,165.85
Sale of products	400.01	321.72
Total	3,731.19	2,487.57

(i) Disaggregation of revenue

Revenue earned by the group is disaggregated by its sources based on its key operating segments as disclosed in Note 49

(ii) Reconciliation of revenue recognised in Statement of Profit and Loss with contract Price

Revenue as per the Statement of Profit and Loss

Sale of software solutions/services	3,331.18	2,165.85
Sale of Products	400.01	321.72
Total (a)	3,731.19	2,487.57
Add/ (less) adjustment to contract price		
Foreign Exchange variation claim	-	-
Price revision	-	-
Adjustment of commision to controllers	-	-
Discount and rebate offered	-	-
Others	-	-
Total adjustment (b)	-	-
Contract price (a+b)	3,731.19	2,487.57

(iii) Satisfaction of performance obligation

a. In majority of the contracts performance obligation is satisfied "at a point in time" which is primarily determined on customer obtaining the control of the asset. Revenue from licenses where the customer obtains a "right to use" the license are recognised at the time the license is made available to the customer.

b. In Contracts with multiple performance obligations, revenue is recognised using percentage of completion method on satisfaction of each performance obligation.

c. Contract with the customer normally do not contain significant financing component and any advance payment received and /or amount retained by customer is with intention of protecting either parties to the contract.

d. Variable consideration primarily consists of discounts, rebates, price concessions, incentives and performance bonuses which are reduced from the transaction price, if specified in the contract with customer/ based on customary business practices.

e. Warranties provided are mainly in the nature of performance warranty

f. In case of AMC contracts, output method is used to recognise revenue where passage of time is the criteria for satisfaction of performance obligation.

g. For revenue recognition in respect of performance obligation satisfied at a "point in time" the following criteria is used for determining whether the customer has obtained "Control on asset"

i. Transfer of significant risk and rewards

ii. Customer has legal right/title to the asset

iii. The entity has transferred the physical possession of the asset

iv. Customer has accepted the asset

v. Entity has the present right to payment for the asset

h. Transaction price is typically determined based on contract entered into with customer. Allocation of transaction price in respect to multiple obligation is based on relative standalone selling price.

i. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period.

j. The group classifies its right to consideration as either trade receivables or Contract asset. The Company's receivables are rights to consideration that are unconditional.

Unbilled revenue comprising revenue in excess of billing where the right to consideration is unconditional and is due only after passage of time.

k. No non-cash considerations are received/given during the current/previous year.

l. Remaining Performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the group expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the group has not disclosed remaining performance obligation related disclosures for contracts where the revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time-and-material and unit of work based contracts. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in scope of contracts, periodic revaluations, adjustment for revenue that has not materialised and adjustments for currency fluctuations.

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Particulars	For the year ended March 31,2024	For the year ended March 31,2023
24 Other income		
Interest income of fixed deposit	33.35	33.05
Interest income on security deposit	0.87	0.64
Realised gain on assets measured at fairvalue through profit/loss	7.20	0.49
Unrealised gain on assets measured at fairvalue through profit/loss	0.20	1.47
Gain on lease termination	22.75	-
Other miscellaneous income	4.84	7.76
Foreign exchange gain	-	9.58
Total	69.21	52.99
25 Operating expenses		
Commission expenses	18.08	32.18
Other direct operating expenses	844.57	255.08
Payment gateway charges	11.29	5.19
Postage and courier charges	14.68	8.10
Total	888.62	300.55
26 Purchase of stock-in-trade		
Purchase of crypto token/hardware's	354.42	285.21
SSL Certificates	-	2.41
Total	354.42	287.62
27 Changes in inventories of stock-in-trade		
Stock in trade		
Opening stock:		
Crypto token/HSM/SSL	10.34	21.38
	10.34	21.38
Closing stock:		
Crypto token/HSM/SSL	29.36	10.34
	29.36	10.34
Total	(19.01)	11.04
28 Employee benefits expense		
Salaries, allowances and bonus	682.95	530.08
Contribution to provident and other funds (refer note 45)	19.31	17.93
Share based payment (refer note 46)	41.01	31.64
Gratuity (refer Note No. 45)	11.19	6.56
Compensated absence (refer Note No. 45)	2.80	1.80
Employee insurance expenses	20.22	15.46
Staff welfare expenses	35.40	40.14
Total	812.88	643.61

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Particulars	For the year ended March 31,2024	For the year ended March 31,2023
29 Finance costs		
Interest on term loans	-	3.97
Interest on other borrowings (refer note 16 and 44)	5.72	-
Interest on lease liabilities	16.82	20.00
Interest on income tax	2.39	7.77
Interest dues to micro and small enterprises	4.02	-
Interest on overdraft/cash credit facilities	-	1.59
Other borrowing cost		
Others	1.08	-
Total interest on financial liabilities carried at amortised cost	30.03	33.33
Interest on delayed payment of statutory dues	0.02	0.52
Total	30.05	33.85
30 Depreciation and amortisation expense		
Amortisation on other intangible assets	112.56	84.88
Depreciation on Right-of-use assets	35.18	35.53
Depreciation on plant, property and equipment	60.35	38.04
Total	208.09	158.45
31 Other expenses		
Auditors' remuneration [refer note 31.1 below]	4.17	1.70
Business promotion and advertisements	92.90	99.68
Communication expenses	17.86	18.79
Contribution for corporate social responsibility expenses[refer note 41]	6.47	4.97
Power and fuel expenses	19.05	13.82
Fees rates and taxes	31.65	15.14
Information technology expenses	44.22	14.01
Insurance expenses	5.42	3.67
Legal and professional expenses	155.90	83.31
Membership charges	3.61	-
Office maintenance expense	23.15	19.71
Printing and stationary	3.67	1.52
Short term leases	31.88	26.50
- Plant and machinery	1.08	13.55
- Others	7.66	4.57
Provision for doubtful debts	4.41	8.54
Bad debts written off #	68.10	0.70
Travelling and conveyance	61.69	39.58
Loss on sale of asset/asset written off	3.48	-
Impairment/written off of assets	9.09	-
Foreign exchange loss/gain on consolidation	2.63	-
Miscellaneous expenses	0.64	1.89
Total	598.73	371.65
# Does not include amount charged to provision of Rs. 8.54 (2023: Nil)		
31.1 Payment to statutory auditors		
As Auditor towards:		
Statutory audit	1.48	1.01
Tax audit	0.53	0.15
Other matters	2.16	0.54
Total	4.17	1.70



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Particulars	As at	
	March 31,2024	March 31,2023
32 Earnings per share		
Basic:		
Profit after tax	A 750.64	616.77
Weighted average number of shares outstanding	B 7,70,72,720	7,38,59,545
Basic EPS	A/B 9.74	8.35
Diluted		
Profit after tax	C 750.64	616.77
Weighted average number of equity shares outstanding as at the end of the year	7,70,72,720	7,38,59,545
Add: Weighted average number of equity Shares held by eMudhra employees Stock Option trust	19,70,826	30,98,551
Weighted average number of equity shares outstanding during the year - Diluted	D 7,90,43,546	7,69,58,096
Diluted EPS	C/D 9.50	8.01

32a Consolidation Procedure

The Consolidated Financial Statements comprise the financial statements of the parent company and its subsidiaries consolidated for all entities which are controlled by the parent company. Control exists when the parent has power over an investee, exposure or rights to variable returns from its involvement with the investee and ability to use its power to affect those returns. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the effective date the control commences and ceases when the control is lost.

The Consolidated Financial Statements ("CFS") have been prepared on the basis of audited financial statements of the parent Company viz., eMudhra Limited, its subsidiaries viz., eMudhra (MU) Limited (Wholly owned Subsidiary), eMudhra Technologies Limited (Wholly owned Subsidiary), eMudhra consumer Services Limited (Wholly owned Subsidiary), eMudhra INC (Share Holding 100%), eMudhra PTE Limited (Share Holding 100%), eMudhra DMCC (Share Holding 100%), eMudhra BV (Share Holding 100%), PT eMudhra Technologies Indonesia (Share Holding 59%), IKON Tech Services LLC (51% of members interest), eMudhra Kenya Limited (Share Holding 100%) and eMudhra employees stock option trust.

For preparation of consolidated financial statements of the Group, the financial statements of the company and its subsidiaries have been combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and transactions and resulting unrealized gain/loss. The consolidated financial statements are prepared by applying uniform accounting policies in use by the Group. Deferred tax assets and deferred tax liability have been offset wherever the Group has a legally enforceable right to set off current tax assets against current tax liability and where the deferred tax assets and deferred tax liabilities relates to income taxes levied by the same taxation authority.

32b The excess / deficit of cost to the parent company of its investment in the subsidiaries over its portion of equity at the respective dates on which investment in such entities were made are recognized in the financial statements as goodwill /capital reserve. The Group tests for impairment of goodwill at each balance sheet date. When the Group identifies that the goodwill has been impaired, the goodwill to the extent impaired is recognized in the Consolidated Statement of Profit and Loss.

32c Non Controlling interests in the net results of operations and the net assets of the subsidiaries represent that part of the profit / loss and the net assets not attributable to the parent company.

32d Additional information disclosed in individual financial statements of the parent and subsidiaries / Associate having no bearing on the true and fair view of the consolidated financial statements and also the information pertaining to the items which are not material have not been disclosed in the consolidated financial statements.

33 Statement of Compliance

The Financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) [as notified under section 133 of the Companies Act, 2013 (the "Act") read with rule 3 of the companies (Indian Accounting Standard) Rules, 2023], and other relevant provision of the Act.

34 Impairment of Assets

Group has analysed indications of impairment of assets. On the basis of assessment of internal and external factors, none of the assets has found indications of impairment of its assets

35 Contractual commitments

Particulars	As at	
	March 31,2024	March 31,2023
a) Estimated amount of contracts remaining to be executed on capital account and not provided as on 31st March (Net of advances)	411.65	3.13
b) Other commitments i.e. non cancellable contractual commitments (i.e. cancellation of which will result in a penalty disproportionate to the benefits involved) as on 31st March	-	-
Total	411.65	3.13

36 Contingent Liabilities

Particulars	As at	
	March 31,2024	March 31,2023
(a) Claims not acknowledged as debts		
- Income tax Appeal (refer note (a))	32.29	32.29
(b) Outstanding letters of credit	-	-
(c) Others	-	-
	32.29	32.29

(a) The parent company have filed writ petition (WP 52898/2019) which is pending with Honourable High Court of Karnataka against Commissioner of Income Tax Circle2(1)(2), Bangalore against their Assessment Order for the AY 2012-13 to levy income tax under section 143 r.w.s. 147 of Income Tax Act,1961.

(b) The parent company have 2 legal cases (March 31,2023: 2 cases) in various courts in the country. In all these cases, we do not foresee any financial implications.

37 Contingent assets

Particulars	As at	
	March 31, 2024	March 31, 2023
Nil	-	-
Total	-	-

38 Foreign Exchange Exposure

Pursuant to the announcement of the ICAI requiring the disclosure of "Foreign Exchange Exposure", the major currency wise exposure has on 31st March 2024 is give below. (Previous year figures are shown in brackets).

Currency	Payable		Receivable	
	Foreign Currency	Indian Rupee Equivalent	Foreign Currency	Indian Rupee Equivalent
USD	0.02	1.42	4.02	334.96
USD	(0.01)	(1.07)	(2.46)	(201.84)
SAR	0.03	0.63	-	-
SAR	-	-	-	-
QAR	0.01	0.14	-	-
QAR	-	-	-	-

Foreign Exchange Exposure towards contingent liability is Nil (2023: Nil)

39 The Code on Social Security, 2020 ("the Code") relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

40 The information regarding dues to Micro and Small Enterprises as required under Micro, Small & Medium Enterprises Development (MSMED) Act, 2006 as on 31st March 2024 is furnished below:

Particulars	2023-24	2022-23
a) The principal and the interest due thereon remaining unpaid as at 31st March:		
Principal*	81.46	54.13093208
Interest*	4.02	-
	85.48	54.13
b) The amount of interest paid by the group in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year ending 31st March	-	-
Principal *	-	-
Interest *	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	4.02	-
d) The amount of interest accrued and remaining unpaid at the end of the reporting year ended 31st March	4.02	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

* The information regarding disclosure with respect to Micro, Small and Medium Enterprises Development Act, 2006 are furnished by the management and are relied upon by the auditors.

41 Corporate Social Responsibility (CSR)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
i) Amount required to be spent by the group during the year.	6.44	4.97
ii) Amount of expenditure incurred		
- on Construction activities	-	-
- on other activities	6.47	3.80
iii) Shortfall at the end of the year	-	1.17
iv) Total of previous years shortfall	-	-
v) Details of related party transactions, e.g., contribution to a trust controlled by the holding company in relation to CSR expenditure as per relevant Accounting Standard	NA	NA
vi) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	See note below	
vii) Reason for shortfall: Nil		
viii) Nature of CSR activities: Promotion of social health of society in large , promotion of education, employment and art.		

The group has developed a CSR policy and also formed a CSR Committee in accordance with the requirements set out in section 135 of the Companies Act 2013. The areas of CSR activities are promoting education, promoting art and employment. The group has spent an amount of INR 6.47 (2023: INR 3.80) towards the above CSR activities.

Movement of CSR Provision

Particulars	As at 31st March 2024	As at 31st March 2023
i) As at 1st April	1.17	-
ii) Additional provision / appropriation recognised during the year	6.47	4.97
iii) Less: Amount used during the year	(7.64)	(3.80)
iv) Less: Amount reversed during the year	-	-
v) As at 31st March	-	1.17



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42 Trade receivables ageing Schedule

Trade receivables ageing as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	886.40	96.59	36.43	16.87	-	1,036.29
(ii) Undisputed Trade receivables – credit impaired	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – considered doubtful	-	-	-	0.89	0.11	1.00
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
	886.40	96.59	36.43	17.76	0.11	1,037.29
Less: Allowance for expected credit loss						3.41
Total						1,033.88

Note: The above amount does not include unbilled revenue of Rs. 691.27 and Contract asset of Rs. 16.43 disclosed under note 8.

Trade receivables ageing as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	560.03	43.27	67.84	0.10	1.00	672.24
(ii) Undisputed Trade receivables – credit impaired	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – considered doubtful	-	-	-	5.68	2.86	8.54
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	560.03	43.27	67.84	5.78	3.86	680.78

Note: The above amount does not include unbilled revenue of Rs. 534.27 and Contract asset of Rs. 20.71 disclosed under note 8.

43 Trade payables Ageing Schedule

Trade payables ageing as at March 31, 2024

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed dues						
(i) MSME	29.50	28.23	23.73	-	-	81.46
(ii) Others	126.83	30.18	1.15	-	-	158.16
Disputed dues						
(i) Disputed dues - MSME	-	-	-	-	-	-
(ii) Disputed - Others	-	-	-	-	-	-
Total	156.33	58.41	24.88	-	-	239.62

Trade payables ageing as at March 31, 2023

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed dues						
(i) MSME	-	54.13	-	-	-	54.13
(ii) Others	78.82	48.11	0.75	0.33	-	128.01
Disputed dues						
(i) Disputed dues - MSME	-	-	-	-	-	-
(ii) Disputed - Others	-	-	-	-	-	-
Total	78.82	102.24	0.75	0.33	-	182.14

44 Related Party Transactions

Disclosure related party transactions

1 Particulars of group companies :

Sl No	Name of the company	Relationship
1	Taarav PTE Limited	Enterprises in which key management personnel exercise significant influence
2	Smart Craft Private Limited	Enterprises in which key management personnel exercise significant influence
3	Cedar Grove Real Estates Private Limited	Enterprises in which key management personnel exercise significant influence
4	Bluesky Infotech [Partnership firm]	Enterprises in which key management personnel exercise significant influence
5	Lifeuno Ventures Private Limited	Enterprises in which key management personnel exercise interest.

2 Particulars of key managerial person

Sl No	Entity Name	Name of the key management personnel		Relationship	Designation
		March 31, 2024	March 31, 2023		
1	eMudhra Limited	V. Srinivasan	V. Srinivasan	Executive Chairman and Director	Executive Chairman and Director
		Kaushik Srinivasan	Kaushik Srinivasan #	Relative of Key Managerial Personnel	NA
		Arvind Srinivasan	Arvind Srinivasan	Relative of Key Managerial Personnel	NA
		Venu Madhava	Venu Madhava	Whole Time Director	Executive Vice President - HR and legal
		Saji K Louiz [^]	Saji K Louiz	Key Managerial Personnel	Chief financial officer
		Johnson Xavier	Johnson Xavier	Key Managerial Personnel	Company secretary and compliance officer
		Biju Varghese **	Biju Varghese **	Key Managerial Personnel	Executive Vice President and Head of Business Development - India and APAC
		AM Kiran **	AM Kiran **	Key Managerial Personnel	Senior Vice President - Operations
		Vijay Kumar ** ^{^^}	Vijay Kumar **	Key Managerial Personnel	Senior Vice President and Head - Technology
		Ashwin Jhansale ** ^{##}	Ashwin Jhansale ** ^{##}	Key Managerial Personnel	Senior Vice President and Head of Channel Sales
		Janarthanan **	Janarthanan **	Key Managerial Personnel	Senior Vice President and Head - Customer Success
		Lakshmi Kaushik **	Lakshmi Kaushik **	Relative of Key Managerial Personnel	NA
		Aishwarya Aravind **	Aishwarya Aravind **	Relative of Key Managerial Personnel	NA
		Ritesh Raj Pariyani (w.e.f 05.02.2024)	NA	Key Managerial Personnel	Chief financial officer

** As identified by the Nomination and Remuneration Committee of the Company.

Retired with effect from April 15, 2023

^ Resigned with effect from November 17, 2023.

^^ Resigned with effect from March 31, 2024.



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Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

Sl No	Entity Name	Name of the key management personnel		Relationship
		March 31, 2024	March 31, 2023	
2	eMudhra (MU) Limited	Arvind Srinivasan	Arvind Srinivasan	Director
		Ashish Droowanand Bheekharry	Ashish Droowanand Bheekharry	Director
3	eMudhra Technologies Limited	V. Srinivasan	V. Srinivasan	Director
		Vijay Kumar (Upto 07.02.2024)	Vijay Kumar	Director
		Venu Madhava	Venu Madhava	Director
		Johnson Xavier (w.e.f. 07.02.2024)	NA	Additional Director
4	eMudhra Consumer Services Limited	V. Srinivasan	V. Srinivasan	Director
		Kaushik Srinivasan	Kaushik Srinivasan	Director
		Venu Madhava	Venu Madhava	Director
		Mahak	Mahak	Company Secretary
5	eMudhra DMCC	Arvind Srinivasan	Arvind Srinivasan	Director
		Manoj Kunkalienkar (w.e.f 05.02.2024)	NA	Director
		Prasanna Narasimha (w.e.f 05.02.2024)	NA	Director
6	eMudhra INC	V. Srinivasan (Upto 05.02.2024)	V. Srinivasan	Director
		Kaushik Srinivasan (Upto 05.02.2024)	Kaushik Srinivasan	Director
		Arvind Srinivasan	Arvind Srinivasan	Director
		Prasanna Narasimha (w.e.f 05.02.2024)	NA	Director
7	eMudhra PTE Limited	V. Srinivasan (Upto 05.02.2024)	V. Srinivasan	Director
		Arvind Srinivasan	Arvind Srinivasan	Director
		Barkes Bte Abdul Fazil	Barkes Bte Abdul Fazil	Director
8	eMudhra BV	Arvind Srinivasan	Arvind Srinivasan	Director
9	PT eMudhra Technologies Indonesia	V. Srinivasan	V. Srinivasan	Director
		Gita Kao	Gita Kao	Director
		Andrew Pangestu	Andrew Pangestu	Director
10	eMudhra Kenya Limited	Chandra Sekar (w.e.f. 04.05.2023)	NA	Director
11	IKON Tech services LLC	Sailaja Patibandla	NA	Member
		Ana Duran	NA	Member

eMudhra Limited
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Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

44.1 Related party disclosures

3 Transactions with Related Parties:

Sl No	Nature of transaction	Entity Name	Related party	Transactions	
				2023-24	2022-23
1	Sales of products/services	eMudhra Limited			
			Bluesky Infotech [Partnership firm]	22.67	100.52
			Lifeuno Ventures Private Limited	2.44	-
2	Purchase of products/services	eMudhra Limited			
			Bluesky Infotech [Partnership firm]	-	11.83
3	(Borrowings)/repayment of loan, net	eMudhra DMCC			
			Taarav PTE Limited	14.55	(90.32)
		eMudhra (MU) Limited			
			Taarav PTE Limited	27.86	(27.93)
		eMudhra INC			
			Taarav PTE Limited	25.02	(24.63)
			eMudhra PTE Limited		
		Taarav PTE Limited	14.29	(1.31)	
4	Commission paid	eMudhra Limited			
			Bluesky Infotech	0.31	6.48
5	Interest on other borrowings	eMudhra DMCC			
			Taarav PTE Limited	4.22	-
		eMudhra (MU) Limited [^]			
			Taarav PTE Limited	-	-
		eMudhra INC			
		Taarav PTE Limited	0.52	-	
		eMudhra PTE Limited			
		Taarav PTE Limited	0.98	-	

[^] Amount is below the round off norm adopted by the group



44.1 Related party disclosures

4 Detailed transactions with key managerial persons

Sl No	Nature of transaction	Accounting entity	Related party	2023-24	2022-23
1	Receipt(repayment) of loan, net				
		eMudhra INC	V. Srinivasan	-	(19.50)
		eMudhra DMCC	V. Srinivasan	-	(65.40)
		eMudhra Limited	V. Srinivasan	-	(41.06)
2	Receipt of services				
		eMudhra (MU) Limited	Ashish droowanand bheekharry	0.05	-
		eMudhra PTE Limited	Barkes bte abdul fazil	-	0.16
3	Salary and allowances paid *				
		eMudhra Limited	Venu Madhava	5.77	5.74
			Kaushik Srinivasan	1.45	5.17
			Saji K Louiz	4.32	5.91
			Johnson Xavier	2.90	3.15
			Biju Varghese	5.82	5.79
			AM Kiran	4.07	3.75
			Vijay Kumar	8.22	7.35
			Ashwin Jhansale	1.40	4.95
			Janarthanan	5.47	5.24
			Ritesh Raj Pariyani	2.05	-
		eMudhra DMCC	Arvind Srinivasan	10.46	9.73
			V. Srinivasan	-	5.25
			Kaushik Srinivasan	9.12	1.31
			Prasanna Narasimha	1.60	-
		eMudhra Kenya Limited	Chandra Sekar	4.57	-
4	Dividend paid	eMudhra Limited			
			V. Srinivasan	33.90	37.32
			Taarav PTE Limited	17.30	17.30
			Kaushik Srinivasan	1.16	1.16
			Lakshmi Kaushik	7.12	7.62
			Arvind Srinivasan	3.94	7.19
			Aishwarya Arvind	4.34	1.58
5	Share issue expenses #	eMudhra Limited			
			V. Srinivasan	-	20.96
			Taarav PTE Limited	-	27.53
			Kaushik Srinivasan	-	3.32
			Lakshmi Kaushik	-	3.28
			Arvind Srinivasan	-	5.38
			Aishwarya Arvind	-	0.87
6	Redemption of Preference shares	eMudhra Limited			
			V. Srinivasan	-	66.53
			Lakshmi Kaushik	-	9.73
			Aishwarya Arvind	-	9.73

Represents share issue expense incurred by the selling share holders and adjusted against advance

* Does not include post employment benefits based on actuarial valuation as this is done for the group as a whole.

* Includes Share based payment charged to Statement of profit and loss.

Directors sitting fees:

The sitting fees paid to non executive Directors is INR 4.25 as at 31st March 2024 and INR 7.41 as on 31st March 2023 respectively.

The Board of Directors has approved the payment of commission at 1% on the Net profit of the parent company to the Non Executive directors. The payment of commission are within the limit specified in section 198 of the Companies Act, 2013



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Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

44.2 Related party disclosures

5 Closing balances with Related Parties:

SI No	Particulars	Accounting entity	Related party	March 31,2024	March 31,2023
1	Due to				
		eMudhra DMCC			
			Taarav PTE Limited	74.71	87.86
		eMudhra INC			
			Taarav PTE Limited	-	24.63
		eMudhra PTE Limited			
			Taarav PTE Limited	-	16.08
		eMudhra (MU) Limited			
			Taarav PTE Limited	-	27.93
2	Trade receivables	eMudhra Limited	Lifeuno Ventures Private Limited	1.42	-

eMudhra Limited

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Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

45 Disclosures under Indian Accounting Standard 19

45.1 Parent Company - eMudhra Limited

a) Defined Contribution Plan

The Company makes contribution to Provident fund, which is a defined contribution plan for its qualifying employees. The Company recognised Rs. 16.59 (2023: Rs. 16.56) towards Provident fund and Employee State Insurance contribution in the Statement of Profit and Loss. The contribution payable to this plan by the Company is at rates specified in the rules of this Scheme.

b) Post Retirement Benefit - Defined Benefit Plan

The Company provides gratuity to employees in India as per Payment of Gratuity Act, 1972. The Company has a Gratuity Scheme for its employees, which is a funded plan. Every year, the Company remits fund to the Gratuity Trust to the extent of shortfall of the assets over the fund obligations, which is determined through actuarial valuation. As per the Gratuity Scheme, gratuity is payable to an employee on the cessation of his employment after he has rendered continuous service for not less than five years in the Company. For every completed year of service or part thereof in excess of six months, the Company shall pay gratuity to an employee at the rate of fifteen days salary based on the last drawn basic & dearness allowance.

The following table summarises the components of net benefit expense recognised in the Statement of Profit & Loss and amounts recognised in the Balance Sheet and the movement in the net defined benefit obligation over the years as per Actuarial valuation are as follows :

Particulars	2023-24	2022-23
(i) Present Value of Defined Benefit Obligation		
Balance at the beginning of the year	37.73	27.54
Current service cost	6.32	4.50
Interest cost	2.55	1.39
Disposals	(0.03)	-
Actuarial (gain)/loss	0.68	5.64
Benefits paid	(6.62)	(1.34)
Balance at the end of the year	40.63	37.73
(ii) Fair value of Plan Assets		
Balance at the beginning of the year	16.82	8.35
Expected return on plan assets	1.23	0.48
Contribution	12.52	9.03
Actuarial gain/(loss)	0.02	0.30
Benefits paid	(6.62)	(1.34)
Balance at the end of the year	23.97	16.82
(iii) Assets and liabilities recognised in the Balance Sheet		
Present value of defined benefit obligation	40.63	37.73
Present value of plan assets	23.97	16.82
Amount recognised as assets/(liability)	(16.66)	(20.91)
Recognised under:		
Non Current provision (Refer Note 19)	(16.66)	(20.91)
Current provision (Refer Note 19)	-	-
Total	(16.66)	(20.91)
(iv) Expenses recognised in the Statement of Profit and Loss		
Current service cost	6.32	4.50
Interest cost	2.55	1.39
Expected return plan assets	(1.23)	(0.48)
Total expenses	7.64	5.41
Less: Transferred to Intangible assets under development	-	(0.79)
Net expenses	7.64	4.62
(v) Expenses recognised in the other comprehensive income		
Actuarial (gain)/loss	0.68	5.64
Return on Plan Assets	(0.02)	(0.30)
	0.66	5.34



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Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

(vi) Major Category of Plan Assets as % of total Plan Assets

Particulars	March 31, 2024	March 31, 2023
Insurer managed funds	100%	100%

(vii) Actuarial assumptions

Discount rate	7.19%	7.31%
Salary growth	10.00%	10.00%
Attrition rate	Grade 2 - 25.00%	Grade 2 - 0.00%
	Grade 3 - 19.50%	Grade 3 - 14.00%
	Grade 4 - 20.00%	Grade 4 - 13.00%
	Grade 5 - 28.50%	Grade 5 - 24.00%

viii) Sensitivity Analysis

Defined benefit obligation

Discount Rate	March 31, 2024	March 31, 2023
a. Discount rate - 100 basis points	42.19	40.08
a. Discount rate - 100 basis points impact (%)	3.85%	6.25%
b. Discount rate + 100 basis points	39.18	35.62
b. Discount rate + 100 basis points impact (%)	-3.55%	-5.58%

Salary increase rate

a. Rate - 100 basis points	39.20	36.12
a. Rate - 100 basis points impact (%)	-3.49%	-4.25%
b. Rate + 100 basis points	42.08	39.37
b. Rate + 100 basis points impact (%)	3.59%	4.36%

(ix) Expected contribution to the fund for the year March 31, 2025 is INR 9.79 (March 31, 2024 is INR 5.73)

Notes:

- 1) The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligation.
- 2) Expected rate of return on plan assets is based on our expectation of the average long term rate of return expected on investment of the fund during the estimated term of the obligations.
- 3) The salary escalation rate is the estimate of future salary increase considered taking into account the inflation, seniority, promotion and other relevant factors.
- 4) Sensitivity analysis involves changing one key actuarial assumption at a time keeping the other assumptions constant. Sensitivity analysis has been carried out using the Direct Method by re-running the entire valuation model for the changed assumptions by using magnitude of variation of plus or minus 100 basis points.
- 5) No change in the method and assumptions used for preparing sensitivity analysis as compared to previous year
- 6) Maturity profile of the gratuity defined benefit obligation is given below

Expected Future Cashflows

Particulars	March 31, 2024	March 31, 2023
Year 1	9.79	5.73
Year 2	6.60	4.35
Year 3	6.19	4.00
Year 4	5.66	5.09
Year 5	4.85	3.90
Year 6-10	14.46	16.26
Above 10 years	5.40	10.56

eMudhra Limited

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Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

(c) Long Term Compensated Absences :

The Company has a Long Term Compensated Absence Scheme for its employees, which is a Non-Funded Scheme. The employees of the company are entitled to 18 days in a year and can maximum accumulate and carry forward to the extent of 18 days. The accumulated leaves are encashable on retirement, withdrawal, death and disability.

The following table summarises the components of net benefit expense recognised in the Statement of Profit & Loss and amount recognised in the Balance Sheet for the plan as furnished in the disclosure report provided by the Actuary :

Particulars	2023-24	2022-23
i) Expenses Recognised in the Statement of Profit & Loss :		
Net Expenses Recognised in the Statement of Profit & Loss	2.81	2.02
Less: Transferred to Operating expenses (refer note 25)	(0.10)	-
Less: Transferred to Intangible assets under development	-	(0.18)
	<u>2.71</u>	<u>1.84</u>
ii) Amounts to be recognised in Balance Sheet :		
Liability recognised in Balance Sheet	5.36	4.69
iii) Actuarial Assumptions :		
Discount Rate	7.19%	7.31%
Rate of increase in compensation level	10.00%	10.00%

iv) Based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is expected to be taken or paid within the next 12 months/beyond 12 months.

Particulars	2023-24	2022-23
Current leave obligations expected to be settled within the next 12 months	3.30	2.93
Leave obligations expected to be settled beyond 12 months	2.06	1.76
Total	5.36	4.69

eMudhra Limited

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Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

45 Disclosures under Indian Accounting Standard 19

45.2 Subsidiary Company - eMudhra consumer Services Limited

a) Defined Contribution Plan

The Company makes contribution to Provident fund, which is a defined contribution plan for its qualifying employees. The Company recognised Rs. 0.39 (2023: Rs. 0.54) towards Provident fund and Employee State Insurance contribution in the Statement of Profit and Loss. The contribution payable to this plan by the Company is at rates specified in the rules of this Scheme.

b) Post Retirement Benefit - Defined Benefit Plan

The Company provides gratuity to employees in India as per Payment of Gratuity Act, 1972. The Company has a Gratuity Scheme for its employees, which is a funded plan. Every year, the Company remits fund to the Gratuity Trust to the extent of shortfall of the assets over the fund obligations, which is determined through actuarial valuation. As per the Gratuity Scheme, gratuity is payable to an employee on the cessation of his employment after he has rendered continuous service for not less than five years in the Company. For every completed year of service or part thereof in excess of six months, the Company shall pay gratuity to an employee at the rate of fifteen days salary based on the last drawn basic & dearness allowance.

The following table summarises the components of net benefit expense recognised in the Statement of Profit & Loss and amounts recognised in the Balance Sheet and the movement in the net defined benefit obligation over the years as per Actuarial valuation are as follows :

Particulars	2023-24	2022-23
(i) Present Value of Defined Benefit Obligation		
Balance at the beginning of the year	1.64	1.15
Current service cost	0.24	0.21
Interest cost	0.10	0.05
Acquisition	0.02	-
Actuarial (gain)/loss	0.04	0.23
Benefits paid	(0.34)	-
Balance at the end of the year	1.70	1.64
(ii) Fair value of Plan Assets		
Balance at the beginning of the year	1.66	0.80
Expected return on plan assets	0.10	0.03
Contribution	0.29	0.81
Actuarial gain/(loss)	0.02	0.03
Benefits paid	(0.34)	-
Balance at the end of the year	1.73	1.66
(iii) Assets and liabilities recognised in the Balance Sheet		
Present value of defined benefit obligation	1.70	1.64
Present value of plan assets	1.73	1.66
Amount recognised as assets/(liability)	0.03	0.02
Recognised under:		
Non Current provision (Refer Note 21)	0.03	0.02
Current provision (Refer Note 29)	-	-
Total	0.03	0.02
(iv) Expenses recognised in the Statement of Profit and Loss		
Current service cost	0.24	0.21
Interest cost	0.10	0.05
Expected return plan assets	(0.10)	(0.03)
Total expenses	0.24	0.23
Less: Transferred to Intangible assets under development	-	-
Net expenses	0.24	0.23
(v) Expenses recognised in the other comprehensive income		
Actuarial (gain)/loss	0.04	0.23
Return on Plan Assets	(0.02)	(0.03)
	0.02	0.20



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(All amounts are in INR million, unless otherwise stated)

(vi) Major Category of Plan Assets as % of total Plan Assets

Particulars	March 31, 2024	March 31, 2023
Insurer managed funds	100%	100%

(vii) Actuarial assumptions

Discount rate	7.14%	7.29%
Salary growth	10.00%	10.00%
Attrition rate	36.50%	32.00%

viii) Sensitivity Analysis

Defined benefit obligation

Discount Rate	March 31, 2024	March 31, 2023
a. Discount rate - 100 basis points	1.74	1.68
a. Discount rate - 100 basis points impact (%)	2.44%	2.56%
b. Discount rate + 100 basis points	1.66	1.60
b. Discount rate + 100 basis points impact (%)	-2.31%	-2.41%

Salary increase rate

a. Rate - 100 basis points	1.65	1.60
a. Rate - 100 basis points impact (%)	-2.72%	-2.74%
b. Rate + 100 basis points	1.75	1.69
b. Rate + 100 basis points impact (%)	2.81%	2.86%

(ix) Expected contribution to the fund for the year March 31, 2025 is Nil (March 31, 2024 is INR 0.60)

Notes:

- 1) The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligation.
- 2) Expected rate of return on plan assets is based on our expectation of the average long term rate of return expected on investment of the fund during the estimated term of the obligations.
- 3) The salary escalation rate is the estimate of future salary increase considered taking into account the inflation, seniority, promotion and other relevant factors.
- 4) Sensitivity analysis involves changing one key actuarial assumption at a time keeping the other assumptions constant. Sensitivity analysis has been carried out using the Direct Method by re-running the entire valuation model for the changed assumptions by using magnitude of variation of plus or minus 100 basis points.
- 5) No change in the method and assumptions used for preparing sensitivity analysis as compared to previous year
- 6) Maturity profile of the gratuity defined benefit obligation is given below

Expected Future Cashflows

Particulars	March 31, 2024	March 31, 2023
Year 1	0.51	0.60
Year 2	0.46	0.27
Year 3	0.32	0.29
Year 4	0.23	0.22
Year 5	0.16	0.16
Year 6-10	0.31	0.37
Above 10 years	0.05	0.09

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(All amounts are in INR million, unless otherwise stated)

(c) Long Term Compensated Absences :

The Company has a Long Term Compensated Absence Scheme for its employees, which is a Non-Funded Scheme. The employees of the company are entitled to 18 days in a year and can maximum accumulate and carry forward to the extent of 18 days. The accumulated leaves are encashable on retirement, withdrawal, death and disability.

The following table summarises the components of net benefit expense recognised in the Statement of Profit & Loss and amount recognised in the Balance Sheet for the plan as furnished in the disclosure report provided by the Actuary :

Particulars	2023-24	2022-23
i) Expenses Recognised in the Statement of Profit & Loss :		
Net Expenses Recognised in the Statement of Profit & Loss	(0.10)	(0.06)
Less: Transferred to Intangible assets under development	-	-
	(0.10)	(0.06)
ii) Amounts to be recognised in Balance Sheet :		
Liability recognised in Balance Sheet	0.25	0.25
iii) Actuarial Assumptions :		
Discount Rate	7.14%	7.29%
Rate of increase in compensation level	10.00%	10.00%

iv) Based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is expected to be taken or paid within the next 12 months/beyond 12 months.

Particulars	2023-24	2022-23
Current leave obligations expected to be settled within the next 12 months	0.17	0.16
Leave obligations expected to be settled beyond 12 months	0.09	0.09
Total	0.26	0.25

(All amounts are in INR million, unless otherwise stated)

45 Disclosures under Indian Accounting Standard 19

45.3 Subsidiary Company - eMudhra Technologies Limited

a) Defined Contribution Plan

The Company makes contribution to Provident fund, which is a defined contribution plan for its qualifying employees. The Company recognised Rs. 0.19 (2023: Rs. 0.14) towards Provident fund and Employee State Insurance contribution in the Statement of Profit and Loss. The contribution payable to this plan by the Company is at rates specified in the rules of this Scheme.

b) Post Retirement Benefit - Defined Benefit Plan

The Company provides gratuity to employees in India as per Payment of Gratuity Act, 1972. The Company has a Gratuity Scheme for its employees, which is a funded plan. Every year, the Company remits fund to the Gratuity Trust to the extent of shortfall of the assets over the fund obligations, which is determined through actuarial valuation. As per the Gratuity Scheme, gratuity is payable to an employee on the cessation of his employment after he has rendered continuous service for not less than five years in the Company. For every completed year of service or part thereof in excess of six months, the Company shall pay gratuity to an employee at the rate of fifteen days salary based on the last drawn basic & dearness allowance.

The following table summarises the components of net benefit expense recognised in the Statement of Profit & Loss and amounts recognised in the Balance Sheet and the movement in the net defined benefit obligation over the years as per Actuarial valuation are as follows :

Particulars	2023-24	2022-23
(i) Present Value of Defined Benefit Obligation		
Balance at the beginning of the year	0.48	0.31
Current service cost	0.13	0.06
Interest cost	0.03	0.02
Acquisitions	0.01	-
Actuarial (gain)/loss	0.38	0.31
Benefits paid	-	(0.22)
Balance at the end of the year	1.03	0.48
(ii) Fair value of Plan Assets		
Balance at the beginning of the year	0.50	0.33
Expected return on plan assets	0.04	0.01
Contribution	0.23	0.37
Actuarial gain/(loss)	0.01	0.01
Benefits paid	-	(0.22)
Balance at the end of the year	0.78	0.50
(iii) Assets and liabilities recognised in the Balance Sheet		
Present value of defined benefit obligation	1.03	0.48
Present value of plan assets	0.78	0.50
Amount recognised as assets/(liability)	(0.25)	0.02
Recognised under:		
Non Current provision (Refer Note 19)	(0.25)	0.02
Current provision (Refer Note 19)	-	-
Total	(0.25)	0.02
(iv) Expenses recognised in the Statement of Profit and Loss		
Current service cost	0.13	0.06
Interest cost	0.03	0.02
Expected return plan assets	(0.04)	(0.01)
Total expenses	0.12	0.07
Less: Transferred to Intangible assets under development	-	-
Net expenses	0.12	0.07
(v) Expenses recognised in the other comprehensive income		
Actuarial (gain)/loss	0.38	0.31
Return on Plan Assets	(0.01)	(0.01)
	0.37	0.32

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(vi) Major Category of Plan Assets as % of total Plan Assets

Particulars	March 31, 2024	March 31, 2023
Insurer managed funds	100%	100%

(vii) Actuarial assumptions

Discount rate	7.22%	7.36%
Salary growth	10.00%	10.00%
Attrition rate	7.00%	14.00%

viii) Sensitivity Analysis

Defined benefit obligation

Discount Rate	March 31, 2024	March 31, 2023
a. Discount rate - 100 basis points	1.19	0.52
a. Discount rate - 100 basis points impact (%)	14.74%	8.53%
b. Discount rate + 100 basis points	0.91	0.44
b. Discount rate + 100 basis points impact (%)	-12.04%	-7.41%
Salary increase rate		
a. Rate - 100 basis points	0.92	0.44
a. Rate - 100 basis points impact (%)	-10.52%	-7.71%
b. Rate + 100 basis points	1.15	0.52
b. Rate + 100 basis points impact (%)	11.52%	8.31%

(ix) Expected contribution to the fund for the year March 31, 2025 is INR 0.04 (March 31, 2024 is INR 0.02)

Notes:

- The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligation.
- Expected rate of return on plan assets is based on our expectation of the average long term rate of return expected on investment of the fund during the estimated term of the obligations.
- The salary escalation rate is the estimate of future salary increase considered taking into account the inflation, seniority, promotion and other relevant factors.
- Sensitivity analysis involves changing one key actuarial assumption at a time keeping the other assumptions constant. Sensitivity analysis has been carried out using the Direct Method by re-running the entire valuation model for the changed assumptions by using magnitude of variation of plus or minus 100 basis points.
- No change in the method and assumptions used for preparing sensitivity analysis as compared to previous year
- Maturity profile of the gratuity defined benefit obligation is given below

Expected Future Cashflows

Particulars	March 31, 2024	March 31, 2023
Year 1	0.04	0.02
Year 2	0.06	0.04
Year 3	0.06	0.06
Year 4	0.06	0.06
Year 5	0.06	0.05
Year 6-10	0.34	0.23
Above 10 years	0.38	0.17

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(c) Long Term Compensated Absences :

The Company has a Long Term Compensated Absence Scheme for its employees, which is a Non-Funded Scheme. The employees of the company are entitled to 18 days in a year and can maximum accumulate and carry forward to the extent of 18 days. The accumulated leaves are encashable on retirement, withdrawal, death and disability.

The following table summarises the components of net benefit expense recognised in the Statement of Profit & Loss and amount recognised in the Balance Sheet for the plan as furnished in the disclosure report provided by the Actuary :

Particulars	2023-24	2022-23
i) Expenses Recognised in the Statement of Profit & Loss :		
Net Expenses Recognised in the Statement of Profit & Loss #	-	0.02
Less: Transferred to Intangible assets under development	-	-
	-	0.02
ii) Amounts to be recognised in Balance Sheet :		
Liability recognised in Balance Sheet	0.08	0.07
iii) Actuarial Assumptions :		
Discount Rate	7.22%	7.36%
Rate of increase in compensation level	10.00%	10.00%

Amount is below the round off norm adopted by the group

iv) Based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is expected to be taken or paid within the next 12 months/beyond 12 months.

Particulars	2023-24	2022-23
Current leave obligations expected to be settled within the next 12 months	0.04	0.04
Leave obligations expected to be settled beyond 12 months	0.04	0.03
Total	0.08	0.07



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45 Disclosures under Indian Accounting Standard 19

45.4 Subsidiary Company - eMudhra DMCC

a) Post Retirement Benefit - Defined Benefit Plan

eMudhra DMCC provides gratuity (End of service benefit) to its employees, based on actuarial valuation done on projected unit credit method at each balance sheet date. As per the scheme, the end of service benefit is payable to an employee on the cessation of his employment after he has rendered continuous service for not less than one year. eMudhra DMCC shall pay gratuity to an employee at the rate of twenty four days salary based on the last drawn basic & dearness allowance.

The following table summarises the components of net benefit expense recognised in the Statement of Profit & Loss and amounts recognised in the Balance Sheet and the movement in the net defined benefit obligation over the years as per Actuarial valuation are as follows :

Particulars	Amount in AED million	
	2023-24	2022-23
(i) Present Value of Defined Benefit Obligation		
Balance at the beginning of the year	0.31	0.24
Current service cost	0.13	0.07
Interest cost	0.01	0.01
Actuarial (gain)/loss	0.03	0.01
Benefits paid	(0.02)	(0.02)
Balance at the end of the year	0.46	0.31
(ii) Fair value of Plan Assets		
Balance at the beginning of the year	-	-
Expected return on plan assets	-	-
Contribution	-	-
Actuarial gain/(loss)	-	-
Benefits paid	-	-
Balance at the end of the year	-	-
(iii) Assets and liabilities recognised in the Balance Sheet		
Present value of defined benefit obligation	0.46	0.31
Present value of plan assets	-	-
Amount recognised as assets/(liability)	(0.46)	(0.31)
Recognised under:		
Non Current provision (Refer Note 19)	(0.29)	(0.31)
Current provision (Refer Note 19)	(0.17)	-
Total	(0.46)	(0.31)
(iv) Expenses recognised in the Statement of Profit and Loss		
Current service cost	0.13	0.07
Interest cost	0.01	0.01
Expected return plan assets	-	-
Total expenses	0.14	0.08
Less: Transferred to Intangible assets under development	-	-
Net expenses	0.14	0.08
(v) Expenses recognised in the other comprehensive income		
Actuarial (gain)/loss	0.03	0.01
Return on Plan Assets	-	-
	0.03	0.01

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(vi) Major Category of Plan Assets as % of total Plan Assets

Particulars	March 31, 2024	March 31, 2023
Insurer managed funds	0%	0%

(vii) Actuarial assumptions

Discount rate	4.96%	4.08%
Salary growth	5.00%	5.00%
Attrition rate	18.00%	10.00%

viii) Sensitivity Analysis
Amount in AED million

Defined benefit obligation	March 31, 2024	March 31, 2023
Discount Rate		
a. Discount rate - 100 basis points	0.48	0.33
a. Discount rate - 100 basis points impact (%)	3.41%	6.20%
b. Discount rate + 100 basis points	0.45	0.30
b. Discount rate + 100 basis points impact (%)	-3.13%	-5.46%
Salary increase rate		
a. Rate - 100 basis points	0.45	0.30
a. Rate - 100 basis points impact (%)	-3.16%	-5.47%
b. Rate + 100 basis points	0.48	0.33
b. Rate + 100 basis points impact (%)	4.31%	6.08%

Notes:

- The discount rate is based on the prevailing market yields of Dubai UAE government securities as at the balance sheet date for the estimated term of the obligation.
- The salary escalation rate is the estimate of future salary increase considered taking into account the inflation, seniority, promotion and other relevant factors.
- Sensitivity analysis involves changing one key actuarial assumption at a time keeping the other assumptions constant. Sensitivity analysis has been carried out using the Direct Method by re-running the entire valuation model for the changed assumptions by using magnitude of variation of plus or minus 100 basis points.
- No change in the method and assumptions used for preparing sensitivity analysis as compared to previous year
- Maturity profile of the gratuity defined benefit obligation is given below

Expected Future Cashflows

Particulars	Amount in AED million	
	March 31, 2024	March 31, 2023
Year 1	0.17	0.09
Year 2	0.13	0.03
Year 3	0.07	0.04
Year 4	0.07	0.05
Year 5	0.07	0.05
Year 6-10	0.32	0.37
Above 10 years	0.33	1.06

Summary of balances in reporting currency of the parent company

	2023-24	2022-23
(i) Present Value of Defined Benefit Obligation	10.52	7.02
(ii) Fair value of Plan Assets	-	-
(iii) Amount recognised as assets/(liability)	(10.52)	(7.02)
(iv) Expenses recognised in the Statement of Profit and Loss	3.18	1.65
(v) Expenses/(Income) recognised in the other comprehensive income	0.53	0.27



46 Share based payments

eMudhra ESOP Scheme 2016

The parent company adopted "eMudhra ESOP Scheme 2016" to reward the employees including the employees of subsidiary companies for their performance and to motivate them to contribute to the growth and profitability of the group. eMudhra ESOP Scheme 2016 is established with effect from the date on which it was approved by the Shareholder of the parent company i.e., March 23, 2016 and shall continue to be in force until (i) its termination by the Board; or (ii) the date on which all of the options available for grant under the eMudhra ESOP Scheme 2016 have been granted and exercised. The objective of eMudhra ESOP Scheme 2016 is to reward the employees including the employees of subsidiary companies for their contribution to the successful operation of the group and to provide an incentive for continued contribution to the success of the group.

(i) Summary of Employee stock options granted under the plan:

Particulars	2023-24		2022-23	
	Number of ESOPs	Weighted Average exercise price	Number of ESOPs	Weighted Average exercise price
Opening Balance as at 1st April	25,85,125	5.00	54,16,500	5.00
Granted during the year	3,15,000	5.00	1,38,500	5.00
Exercised during the year	(11,27,725)	5.00	(29,21,750)	5.00
Forfeited during the year	(1,65,625)	5.00	(48,125)	5.00
Lapsed during the year	(13,125)	5.00	-	5.00
Closing balance as at 31st March	15,93,650	5.00	25,85,125	5.00
Vested and exercisable as at 31st March	9,19,900	-	16,77,376	-

(ii) ESOPs outstanding at the end of the year have the following expiry date and exercised prices:

Plan	Grant date	Expiry Date	Exercise Price	No of shares outstanding	
				March 31, 2024	March 31, 2023
ESOP	Various dates	4 years	5.00	15,93,650	25,85,125
Total				15,93,650	25,85,125

(iii) Expenses arising from share-based payments transaction

Total expenses arising from share-based payment transactions were as follows:

Particulars	2023-24	2022-23
Total employee share-based payment expense	44.87	31.64

(iv) The fair value of options granted is estimated on the date of grant using the following assumptions

Particulars	2023-24			2022-23
	Grant dt. 02.05.2023	Grant dt. 15.11.2023	Grant dt. 08.02.2024	
Dividend yield	-	1.25	1.25	Nil
Risk free interest rate (%)	7.07%	7.29%	7.15%	7.29%
Volatility %	34.15%	35.51%	34.64%	40.65%
Strike price	5.00	5.00	5.00	5.00
Fair value of the shares at the time of grant	272.55	464.60	467.20	329.50
Expected life of options	2.75	2.75	2.75	2.75

The expected life of the ESOP is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behaviour of the employee who receives the ESOP.



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47 Financial Instruments

The carrying value and fair value of financial instruments by categories were as follows:

Particulars	Fair value hierarchy	As at March 31, 2024		As at March 31, 2023	
		FVTPL	Amortised cost	FVTPL	Amortised cost
Assets:					
Non Current					
(i) Other financial assets	3	-	17.11	-	18.67
Current					
(i) Investments	1	40.20	0.03	209.44	0.02
(ii) Trade receivables	3	-	1,032.88	-	672.24
(iii) Cash & cash equivalents	3	-	2,252.65	-	669.80
(iv) Bank balances other than (iii) above	3	-	201.71	-	314.00
(v) Loans	3	-	25.42	-	0.49
(iv) Other financial assets	3	-	31.41	-	18.80
Total		40.20	3,561.21	209.44	1,694.02
Liabilities:					
Non Current					
(i) Borrowings	3	-	-	-	-
(ii) Lease liabilities	3	-	0.29	-	61.97
Current					
(i) Borrowings	3	-	74.71	-	156.50
(ii) Lease liabilities	3	-	1.41	-	34.75
(iii) Trade Payables	3	-	239.62	-	182.14
(iv) Other financial liabilities	3	-	136.10	-	57.55
Total		-	452.13	-	492.91

Fair value hierarchy

Level 1 - Level 1 hierarchy includes financial instruments measured using Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

48 Financial risk management

Risk management framework

The group's financial risk management is an integral part of how to plan and execute its business strategies. The group's risk management policy is set by the Board. The group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk relating to foreign currency exchange rate. The group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. A summary of the risks have been given below.

(i) Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers and other financial assets carried at amortised cost. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivables and Security deposits. The exposure is limited to its carrying value.

(a) Trade and other receivables

The credit exposure of trade receivables is primarily on account of receivable from customers. The group has a process in place to monitor outstanding receivables on a monthly basis.

The group's exposure to credit risk for trade and other receivables by category is as follows:

Particulars	Carrying amount	
	As at March 31, 2024	As at March 31, 2023
Trade receivables (Gross)	1,037.29	680.78
Unbilled revenue	691.27	534.27
Contract assets	16.43	20.71
Less: Expected credit loss	(4.41)	(8.54)
	1,740.58	1,227.22

Following are the financial assets carried at amortised cost at the reporting date.

Particulars	As at March 31, 2024	As at March 31, 2023
Investments	40.23	209.46
Trade receivables	1,032.88	672.24
Cash and cash equivalents	2,252.65	669.80
Other Bank balances	201.71	314.00
Loans	25.42	0.49
Other financial assets	48.52	37.47
	3,601.41	1,903.46

(ii) Liquidity risk

Liquidity risk is the risk that the group will not be able to meet its financial obligations as they become due. The group manages its liquidity risk by ensuring, that it will always have sufficient liquidity to meet its liabilities when due. The group's Management is responsible for liquidity and fund management.

The group aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities over the next six months. The group also monitors the level of expected cash inflows on trade receivables together with expected cash outflows on trade payables and other financial liabilities.

Following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

As at March 31, 2024

Particulars	within 12 months	1-5 Years	Total carrying amount
Borrowings	74.71	-	74.71
Trade payables	239.62	-	239.62
Lease liability	1.41	0.29	1.70
Other financial liabilities (excluding trade payables)	136.10	-	136.10
	451.84	0.29	452.13

As at March 31, 2023

Particulars	within 12 months	1-5 Years	Total carrying amount
Borrowings	156.50	-	156.50
Trade payables	181.06	1.08	182.14
Lease liability	34.75	61.97	96.72
Other financial liabilities (excluding trade payables)	57.55	-	57.55
	429.86	63.05	492.91

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(iii) Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates will affect the group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(iv) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The majority of the group's assets are located in India and Indian rupee being the functional currency of the group. The group's exposure to the risk of changes in foreign exchange rates relates primarily to operating activities.

The group's foreign currency payables and receivables are as follows:

Exposure to currency risk

The summary quantitative data about the group's gross exposure to currency risk is as follows:

Particulars	As at	As at	As at	As at	As at	As at
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	USD	USD	SAR	SAR	QAR	QAR
Payables	0.02	0.01	0.03	-	0.01	-
Receivables	4.02	2.46	-	-	-	-
Net Exposure	4.00	(2.45)	(0.03)	-	(0.01)	-

Sensitivity analysis:

A reasonably possible strengthening (weakening) of the INR, against USD/SAR/QAR would have affected the measurement of financial instruments denominated in foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecasts sales and purchases.

Particulars	Impact on Profit	
	As at	As at
	March 31, 2024	March 31, 2023
USD – Increase by 5%	(16.68)	(10.04)
USD – Decrease by 5%	16.68	10.04
SAR – Increase by 5%	0.03	-
SAR – Decrease by 5%	(0.03)	-
QAR – Increase by 5%	0.01	-
QAR – Decrease by 5%	(0.01)	-

(v) Capital Management

The group's objectives when managing capital are to

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and
- Maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The management monitors the return on capital as well as the level of dividends to shareholders. The group's goal is to continue to be able to provide return to shareholders.

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Net debt	74.71	156.50
Total equity	6,620.75	3,924.14
Net debt to equity ratio	0.01	0.04



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49 Segment Information

Business Segment	For the year ended March 31, 2024				For the year ended March 31, 2023			
	Trust Services	Enterprise Solutions		Total	Trust Services	Enterprise Solutions		Total
		India	Outside			India	Outside	
Segment Revenue								
External Sales	1,043.79	681.91	2,005.49	3,731.19	850.04	795.42	842.11	2,487.57
Total Revenue	1,043.79	681.91	2,005.49	3,731.19	850.04	795.42	842.11	2,487.57
Result								
Segment Result	547.80	161.14	778.83	1,487.77	482.84	417.81	438.60	1,339.25
Unallocated Corporate expenses (less income)				531.10				571.61
Operating Profit	547.80	161.14	778.83	956.67	482.84	417.81	438.60	767.64
Less: Interest Expenses				30.05				33.85
Profit/(loss) before taxation and exceptional items				926.62				733.79
Exceptional items								
Profit/(loss) before taxation				926.62				733.79
Less: Income Taxes (Net)				163.10				121.81
Net Profit				763.52				611.98
Other Information								
Other Information								
Segment Assets	95.56	464.26	2,853.71	3,413.53	157.56	267.49	1,290.27	1,715.33
Add: Unallocated Corporate Assets				4,086.47				2,884.12
Total Assets	95.56	464.26	2,853.71	7,500.00	157.56	267.49	1,290.27	4,599.45
Segment Liabilities	16.02	14.18	424.24	454.44	(0.21)	21.39	249.50	270.67
Add: Unallocated Corporate Liabilities				424.81				404.64
Total Liabilities	16.02	14.18	424.24	879.25	(0.21)	21.39	249.50	675.31

50 Additional information required under Schedule III

Name of the Entity	Year	Net Assets, i.e., Total Assets		Share in Profit and Loss		Share in Other Comprehensive		Share in Total Comprehensive	
		As % of Consolidated Net Assets	Amount	As % of Consolidated Profit & Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
Parent :									
eMudhra Limited	2023-24	61.94%	4,100.72	3.21%	24.50	195.15%	1.73	3.42%	26.23
	2022-23	68.16%	2,674.57	34.55%	211.44	98.67%	(47.96)	29.02%	163.48
Subsidiaries :									
Indian									
eMudhra consumer Services Limited	2023-24	1.59%	105.48	-4.10%	(31.31)	-2.26%	(0.02)	-4.10%	(31.33)
	2022-23	2.12%	83.26	-5.99%	(36.64)	0.30%	(0.15)	-6.53%	(36.79)
eMudhra Technologies Limited	2023-24	0.30%	19.82	-3.82%	(29.18)	-31.24%	(0.28)	-3.85%	(29.46)
	2022-23	0.70%	27.29	-3.50%	(21.44)	0.47%	(0.23)	-3.85%	(21.67)
eMudhra employees stock option trust	2023-24	0.04%	2.86	-0.04%	(0.33)	-	-	-0.04%	(0.33)
	2022-23	0.05%	2.02	-0.07%	(0.44)	-	-	-0.08%	(0.44)
Foreign									
eMudhra (MU) Limited	2023-24	0.04%	2.92	-0.80%	(6.14)	-	-	-0.80%	(6.14)
	2022-23	0.63%	24.58	-1.47%	(8.99)	-	-	-1.59%	(8.99)
eMudhra INC and its subsidiary	2023-24	20.19%	1,336.54	43.24%	330.13	-	-	43.19%	330.13
	2022-23	8.76%	343.64	12.41%	75.95	-	-	13.48%	75.95
eMudhra PTE Limited	2023-24	0.49%	32.39	-1.48%	(11.29)	-	-	-1.48%	(11.29)
	2022-23	2.68%	105.28	6.59%	40.33	-	-	7.16%	40.33
eMudhra DMCC	2023-24	11.43%	756.45	65.67%	501.40	-60.54%	(0.54)	65.52%	500.86
	2022-23	14.30%	561.32	55.96%	342.43	0.55%	(0.27)	60.74%	342.16
eMudhra BV	2023-24	2.82%	186.94	-1.94%	(14.80)	-	-	-1.94%	(14.80)
	2022-23	1.63%	63.99	2.74%	16.75	-	-	2.97%	16.75
PT eMudhra Technologies Indonesia	2023-24	0.25%	16.74	-1.07%	(8.19)	-	-	-1.07%	(8.19)
	2022-23	0.76%	30.01	-0.43%	(2.62)	-	-	-0.46%	(2.62)
eMudhra Kenya Limited	2023-24	0.03%	2.07	-0.54%	(4.15)	-	-	-0.54%	(4.15)
	2022-23	-	-	-	-	-	-	-	-
Non Controlling Interest in Subsidiary:									
Foreign									
PT eMudhra Technologies Indonesia	2023-24	0.03%	2.20	-0.78%	(5.97)	-	-	-0.78%	(5.97)
	2022-23	0.21%	8.18	-0.78%	(4.79)	-	-	-0.85%	(4.79)
eMudhra INC and its subsidiary	2023-24	0.84%	55.62	2.47%	18.85	-	-	2.47%	18.85
	2022-23	-	-	-	-	-	-	-	-
Total	2023-24	100%	6,620.75	100%	763.52	100%	0.89	100%	764.41
	2022-23	100%	3,924.14	100%	611.98	100%	(48.61)	100%	563.37





eMudhra Limited

CIN:L72900KA2008PLC060368

Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

- 51 The parent company has completed its initial public offer (IPO) of 1,61,24,456 shares of face value of Rs. 5 each for cash at an issue price of INR 256 per equity share aggregating to INR 4127.86, consisting fresh issue of 62,89,062 equity shares aggregating to INR 1610.00 and an offer for sale of 98,35,394 equity share aggregating to INR 2517.86 by the selling shareholders. The equity share of the parent company were listed on BSE Limited and NSE Limited on June 01, 2022. Out of the fresh issue of INR 1610.00, INR 88.05 was adjusted towards various estimated offer expenses and net amount received in the monitoring agency bank account is INR

The utilisation of IPO proceeds is summarised below:

Particulars	Objects of the issue as per prospectus	Utilisation upto 31.03.2024	Unutilised as on 31.03.2024
Repayment or pre-payment, in full or in part, of all or certain borrowings availed by parent Company;	350.00	350.00	-
Funding working capital requirements of parent Company;	402.19	402.19	-
Purchase of equipments and funding of other related costs for data centers proposed to be set-up in India and overseas locations;	463.64	463.64	-
Funding of expenditure relating to product development;	150.30	150.30	-
Investment in eMudhra INC for augmenting its business development, sales, marketing and other related costs for future growth.	152.67	152.67	-
General Corporate Purposes	3.15	3.15	-
Total	1,521.95	1,521.95	-

IPO Proceeds which was fully utilised as at 31st March 2024.

- 52 The parent company has completed its Qualified Institutional Placement (QIP) of 47,39,336 shares of face value of Rs. 5/- each for cash at an issue price of Rs.422/- per equity share aggregating to Rs.2,000/- million. Out of the issue of Rs. 2000/- million, Rs. 69.99 million was adjusted towards various estimated offer expenses and net amount received in the monitoring agency bank account is Rs.1930.01 million.

The utilisation of QIP proceeds is summarised below:

Particulars	Objects of the issue as per placement document	Utilisation upto 31.03.2024	Unutilised as on 31.03.2024
Funding of expenditure relating to product development by Group			
a) FHE	104.32	-	104.32
b) Mobile PKI	119.56	-	119.56
c) PQC	183.92	32.34	151.58
Funding their working capital requirements	270.00	144.71	125.29
Funding the Company's inorganic growth initiatives	850.00	-	850.00
General corporate purposes	402.21	9.00	393.21
Total	1,930.01	186.04	1,743.97

QIP Proceeds which were unutilised at 31st March 2024 were temporarily invested in deposit with banks and in current account maintained with Monitoring agency account.

53 Details of benami property held

No proceedings have been initiated on or are pending against the group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

54 Borrowing secured against current assets

The group has no outstanding borrowings from banks and financial institutions on the basis of security of current assets.

55 Wilful defaulter

The group has not been declared as wilful defaulter by any bank or financial institution or government or any government authority.

56 Relationship with struck off companies

The group has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

57 Compliance with number of layers of companies

The group has complied with the number of layers prescribed under the Companies Act, 2013.



eMudhra Limited

CIN:L72900KA2008PLC060368

Notes forming part of the consolidated financial statements

(All amounts are in INR million, unless otherwise stated)

58 Compliance with approved scheme(s) of arrangements

The group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

59 Utilisation of borrowed funds and share premium

The group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

The group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:

- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

60 Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

61 Details of crypto currency or virtual currency

The group has not traded or invested in crypto currency or virtual currency during the current or previous year.

62 Valuation of Property, Plant and Equipment

The group has not revalued its property, plant and equipment (including right-of-use assets) during the current or previous year.

63 Title deeds of immovable properties not held in name of the group

The title deeds of immovable properties are held in the name of the group except for the disclosure made in Note 3a(v)

64 Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

65 Utilisation of borrowings availed from banks and financial institutions

The group has not availed any borrowings during the year from banks and financial institutions.

66 Dividend not recognised at the end of the reporting period

The directors have recommended a final dividend of INR 1.25 per share. [Represents absolute figure].

The proposed dividend is subject to approval of shareholders in the ensuing Annual General Meeting and if approved would result in cash outflow of approximately of Rs.103.51

See accompanying notes to the financial statements

As per our report of even date attached

For Suri & Co
Chartered Accountants
Firm Registration Number: 004283S

For and on behalf of the Board of Directors
of eMudhra Limited

Natarajan V
Partner
Membership No: 223118

V Srinivasan
Executive Chairman and Director
DIN: 00640646

Venu Madhava
Whole time Director
DIN: 06748204

Place: Bengaluru
Date: April 29, 2024

Ritesh Raj Pariyani
Chief financial officer

Johnson Xavier
Company secretary
and Compliance
officer

Independent Auditor's Report Standalone



INDEPENDENT AUDITOR'S REPORT

To The Members of eMudhra Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **eMudhra Limited** (the "Company") ,its subsidiaries and eMudhra Employees Stock Option trust (the Company and its subsidiaries and the trust together referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended on that date, and a summary of material accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2023, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024 and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have

obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
<p>Revenue recognition</p> <p>Accuracy of recognition, measurement, presentation and disclosure of revenue and related balances towards Ind AS 115- Revenue from contracts with customers.</p> <p>The application of this standard involves the assessment towards identification of performance obligation, determination of transaction price for each of the identified performance obligations, the judgements used in determining the satisfaction of those performance obligations over time or at a point in time.</p> <p>The Group's revenue from contracts mainly includes sales of software licenses, digital certificates, software services and sales of related accessories/products for those software licenses.</p>	<p>Our audit procedure involves the identification of internal controls and their operating effectiveness towards application of this standard. We have also carried out substantive testing of the transactions.</p> <ul style="list-style-type: none"> a) We have assessed the appropriateness of the revenue recognition policies by comparing with the applicable Indian Accounting Standards. b) Selected the samples of continuing contracts as well as new contracts and identified the performance obligations and compared the same with the performance obligation identified by the Group. c) Verified the basis of allocation of transaction price to the identified performance obligation if not specifically mentioned in the contract. d) Identified the basis to be considered to determine the satisfaction of performance obligation and compared the same with the judgements used by the Group in determining the satisfaction of performance obligation over the time or at a point in time. e) Verified the appropriate evidence considered for determining the

	<p>satisfaction of performance obligation towards transfer of promised goods or services.</p> <p>f) Verified the judgements used by the Group in determining the stages of completion of the contracts where the satisfaction of entire performance obligation is partially completed.</p> <p>g) Verified the process towards identification of contracts where the right to consideration is unconditional and is due only after passage of time.</p>
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Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder’s Information, but does not include the Consolidated Financial Statements and our auditor’s report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with governance for the Consolidated Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial

performance including other comprehensive income, consolidated changes in equity and the consolidated cash flows of the Group in accordance with Ind AS and other accounting principles generally accepted in India. The respective Board of directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, The respective Board of directors of the companies included in the group are responsible for assessing the respective Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement

resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Statement of Consolidated Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiaries incorporated in India, none of the directors is disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and

operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Companies Act, 2013.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements as at 31st March 2024 - Refer Note 36 of the consolidated financial statements.
- ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts to the consolidated financial statements. The Group did not have any derivative contracts.
- iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.
- iv. (a) The respective Managements of the Company and its subsidiary companies which are incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, outside the Group, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Managements of the Company and its subsidiary companies which are incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. As stated in the consolidated financial statements;
 - a) The final dividend proposed in the previous year, declared, and paid by the Company during the current financial year is in accordance with Section 123 of the Act, as applicable.
 - b) The Board of Directors of the Company have proposed final dividend during the year which is subject to approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with the Section 123 of the Act, as applicable.

- vi. Based on our examination which included test checks performed by us on the company and its subsidiaries incorporated in India have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1,2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules , 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31,2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For Suri & Co.,
Chartered Accountants
Firm Registration No. 004283S

Place: Bengaluru

Date: 29.04.2024

V Natarajan
Partner
Membership No.223118
UDIN: 24223118BKBNPA2768

Annexure A to the Independent Auditors' report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of eMudhra Limited of even date)

Report on the Internal Financial Controls with reference to Consolidated financial statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to Consolidated Financial Statements of eMudhra Limited (hereinafter referred to as the "Company") and its subsidiary companies which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Company and its subsidiary companies which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the company and its subsidiary companies incorporated in India.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk

that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company and its subsidiary companies which are incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31st March 2024, based on the internal financial control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Suri & Co.,
Chartered Accountants
Firm Registration No. 004283S

V Natarajan
Partner
Membership No. 223118
UDIN: 24223118BKBNPA2768

Place: Bengaluru
Date: 29.04.2024

Standalone Financials



eMudhra Limited
CIN:L72900KA2008PLC060368

Standalone Balance sheet as at 31st March 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Note No.	As at March 31,2024	As at March 31, 2023
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3a	1,100.82	913.74
(b) Right-of-use assets	4	1.86	84.78
(c) Capital work-in-progress	3b	145.69	366.05
(d) Other intangible assets	5a	401.08	216.65
(e) Intangible assets under development	5b	137.55	106.24
(f) Financial assets			
(i) Investments	6	1,159.79	524.02
(ii) Other financial assets	7	16.21	18.67
(g) Other non-current assets	8	24.59	2.56
Total Non-current assets		2,987.59	2,232.71
Current assets			
(a) Inventories	9	29.36	10.34
(b) Financial assets			
(i) Investments	6	40.20	209.44
(ii) Trade receivables	10	466.82	346.25
(iii) Cash and cash equivalents	11	1,564.91	140.07
(iv) Bank balances other than (iii) above	12	201.70	313.09
(v) Loans	13	3.25	11.31
(vi) Other financial assets	7	28.67	16.92
(c) Current tax assets (Net)	23	19.87	15.33
(d) Other current assets	8	404.95	376.77
Total current assets		2,759.73	1,439.52
Total Assets		5,747.32	3,672.23
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	414.06	390.36
(b) Other equity	15	4,876.44	2,807.07
Total equity		5,290.50	3,197.43
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(ia) Lease liabilities	17	0.29	61.97
(b) Provisions	18	18.72	22.65
(c) Deferred tax liabilities (Net)	19	60.38	18.61
(d) Other non-current liabilities	20	28.26	0.05
Total Non-current liabilities		107.65	103.28
Current liabilities			
(a) Financial liabilities			
(ia) Lease Liabilities	17	1.41	34.75
(ii) Trade payables:	21		
a.Total outstanding dues of micro enterprises and small enterprises and		81.46	54.03
b.Total outstanding dues of creditors other than micro and small enterprises		106.26	150.71
(iii) Other financial liabilities	22	72.78	57.14
(b) Other current liabilities	20	45.42	43.63
(c) Provisions	18	41.84	31.26
Total current liabilities		349.17	371.52
Total liabilities		456.82	474.80
Total Equity and Liabilities		5,747.32	3,672.23

Corporate information and material accounting policies

1 & 2

See accompanying notes to the financial statements

As per our report of even date attached

For Suri & Co.,
Chartered Accountants
Firm Registration Number: 004283S

For and on behalf of the Board of Directors
of eMudhra Limited

Natarajan V
Partner
Membership No: 223118

V Srinivasan Venu Madhava
Executive Chairman and
Director Whole time Director
DIN: 00640646 DIN:06748204

Ritesh Raj Pariyani Johnson Xavier
Chief Financial Officer Company Secretary and
Compliance officer

Place:Bengaluru
Date: April 29, 2024



eMudhra Limited

CIN:L72900KA2008PLC060368

Standalone statement of profit and loss for the period ended 31st March 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	Note No.	For the year ended March 31,2024	For the year ended March 31, 2023
Income			
I Revenue from operations	24	1,832.59	1,640.22
II Other income	25	79.51	56.50
III Total Income (I+II)		1,912.10	1,696.72
IV Expenses			
Operating expenses	26	195.81	187.75
Purchase of stock-in -trade	27	354.42	285.48
Changes in inventories of stock in trade	28	(19.01)	6.91
Employee benefits expense	29	574.40	491.64
Finance costs	30	22.00	33.77
Depreciation and amortisation expenses	31	154.15	123.36
Other expenses	32	343.85	298.04
Total expenses (IV)		1,625.62	1,426.95
V Profit/(Loss) before exceptional items and tax (III-IV)		286.48	269.77
VI Exceptional items		-	-
VII Profit/(Loss) before tax (V-VI)		286.48	269.77
VIII Tax expense			
Current tax		38.32	62.05
Deferred tax		41.94	7.98
Total tax expenses		80.26	70.03
IX Profit/(Loss) for the year (VII-VIII)		206.22	199.74
X Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Remeasurement (loss)/gain on defined benefit plan		(0.66)	(5.34)
Income tax relating to items that will not be reclassified to profit and loss		0.17	1.34
Other comprehensive income/(loss) for the year (net of tax)		(0.49)	(4.00)
XI Total comprehensive income/(loss) for the year (IX+X)		205.73	195.74
(comprising profit/(loss) and other comprehensive income for the year)			
XII Earnings per share (Nominal value of share INR 5/- each)	33		
Basic		2.61	2.60
Diluted		2.61	2.60

Corporate information and material accounting policies

1 & 2

See accompanying notes to the financial statements

As per our report of even date attached

For Suri & Co.,
Chartered Accountants
Firm Registration Number: 004283S

For and on behalf of the Board of Directors
of eMudhra Limited

Natarajan V
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Membership No: 223118

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Director
DIN: 00640646

Venu Madhava
Whole time Director
DIN:06748204

Ritesh Raj Pariyani
Chief Financial Officer

Johnson Xavier
Company Secretary and
Compliance officer

Place: Bengaluru
Date: April 29, 2024

**eMudhra Limited**

CIN:L72900KA2008PLC060368

Standalone Cash flow statement for the year ended 31st March 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	For the year ended March 31,2024	For the year ended March 31, 2023
<u>A. Cash flow from Operating activities:</u>		
Profit before tax	286.48	269.77
Adjustments for:		
Depreciation and amortisation expense	154.15	123.36
Interest income from bank deposits and others	(31.20)	(33.01)
Interest on lease liabilities	16.82	20.00
Provision for doubtful debts	2.03	8.54
Bad debts written off	16.78	0.70
Interest income on security deposit	(0.87)	(0.64)
Net gain on assets measured at fairvalue through profit/ loss	(0.20)	(1.47)
Share based payment	21.82	28.21
Profit on sale of investments	(7.20)	(0.49)
Sundry creditors written back	(3.87)	(2.69)
Impairment of assets	9.09	-
(Profit)/loss on sale of property, plant and equipment	3.48	(0.06)
Interest dues to micro and small enterprises	4.02	-
Gain on lease termination	(22.75)	-
Other borrowing cost	1.08	-
Operating profit before working capital changes	449.66	412.22
Working capital adjustments:		
Decrease/(Increase) in other non-current and current financial assets	(48.09)	(109.15)
Decrease/(Increase) in inventories	(19.01)	6.91
Decrease/(Increase) in trade receivable	(139.39)	(49.37)
Decrease/(Increase) in loans	8.06	23.73
Increase/(Decrease) in non-current and current other financial liabilities	11.62	18.08
Increase/(Decrease) in non-current and current provision	6.15	(13.45)
Increase/(Decrease) in non-current and current liabilities	29.99	12.68
Increase/(Decrease) in trade payables	(13.14)	39.44
Increase/(Decrease) in non-current investment	-	(3.55)
Increase/(Decrease) in lease liability	-	(25.95)
Cash generated from operations	285.85	311.59
Income taxes paid (net)	(37.20)	(136.80)
Net Cash flow from / (used in) operating activities (A)	248.65	174.79
<u>B. Cash flow from Investing activities:</u>		
Purchase of property, plant and equipment and Intangible assets	(316.42)	(530.94)
Sale proceeds from property, plant and equipment	2.43	0.10
Investment in subsidiaries	(612.46)	(295.48)
Investments in mutual funds	(555.44)	(282.49)
Redemption of mutual funds	732.08	75.00
Interest received	19.02	33.01
Increase / (Decrease) from term deposits & other bank balances	108.60	(271.29)
Net cash from / (used in) investing activities (B)	(622.19)	(1,272.10)
<u>C. Cash flow from Financing activities:</u>		
Proceeds / (repayment) from short term borrowings (net)	-	(166.30)
Proceeds / (repayment) from long term borrowings (net)	-	(288.03)
Payment of lease liabilities	(25.92)	(23.96)
Payment towards expenses on issue of shares	(60.21)	(112.91)
Proceeds from Private Placement	-	390.00

**eMudhra Limited**

CIN:L72900KA2008PLC060368

Standalone Cash flow statement for the year ended 31st March 2024

(All amounts are in INR million, unless otherwise stated)

Particulars	For the year ended March 31,2024	For the year ended March 31, 2023
Proceeds from issuance of shares (Initial Public offering)	-	1,610.00
Proceeds from issuance of shares (Qualified Institutional Placement)	2,000.00	-
Payment of preference share capital	-	(86.00)
Payment of equity & preference dividend	(97.59)	(102.00)
Other borrowing cost	(1.08)	-
Interest paid on lease liabilities	(16.82)	(20.00)
Net cash from / (used in) financing activities(C)	1,798.38	1,200.80
Net increase/ (decrease) in cash and cash equivalents (D=A+B+C)	1,424.84	103.49
Cash and cash equivalents at the beginning of the year (E)	140.07	36.58
Cash and cash equivalents at the end of the year (D+E)	1,564.91	140.07

Non-cash changes recognised in respect of liabilities on account of financing activities is Nil (Nil).

Components of cash and cash equivalents as at end of the year

Balance with banks:		
- On current account	344.15	115.88
Deposit accounts	1,220.53	24.00
- Cash on hand	0.23	0.19
Total cash and cash equivalents as per Balance Sheet	1,564.91	140.07
Cash and cash equivalents as per Statement of Cash Flow	1,564.91	140.07

See accompanying notes to the financial statements

As per our report of even date attached

For Suri & Co.,
Chartered Accountants
Firm Registration Number: 004283S

For and on behalf of the Board of Directors
of eMudhra Limited

Natarajan V
Partner
Membership No: 223118

V Srinivasan Venu Madhava
Executive Chairman and Whole time Director
Director DIN:06748204
DIN: 00640646

Ritesh Raj Pariyani Johnson Xavier
Chief Financial Officer Company Secretary and
Compliance officer

Place:Bengaluru
Date: April 29, 2024

A. Equity share capital

Particulars	Note No.	Amount
Balance as at 1st April 2022		350.90
Changes due to prior period errors		-
Restated balance as at 1st April 2022		350.90
Changes in equity share capital during the year	14	
- Issue of shares		39.46
- Buyback of shares		-
Balance as at 31st March 2023		390.36

Particulars	Note No.	Amount
Balance as at 1st April 2023		390.36
Changes due to prior period errors		-
Restated balance as at 1st April 2023		390.36
Changes in equity share capital during the year	14	
- Issue of shares		23.70
- Buyback of shares		-
Balance as at 31st March 2024		414.06

B. Other Equity

Particulars	Note No.	Attributable to the equity holders of the company					Total Other Equity
		Reserves and Surplus					
		Capital Redemption Reserve	Retained Earnings	Securities Premium	Share based payment reserve	Remeasurement of defined benefit plans through Other Comprehensive Income	
Balance as at 1st April 2022		164.00	657.33	-	5.24	7.38	919.93
Change in accounting policy or prior period errors		-	-	-	-	-	-
Restated balance as at 1st April 2022		164.00	657.33	-	5.24	7.38	919.93
Add: Transactions during the year							
Profit/(loss) for the year		-	199.74	-	-	-	199.74
Remeasurement of the net defined benefit plans		-	-	-	-	(4.00)	(4.00)
On issue of equity shares		-	-	1,960.54	-	-	1,960.54
Transaction costs on issue of shares		-	-	(112.91)	-	-	(112.91)
Transfer to capital redemption reserve upon redemption of preference share		86.00	(86.00)	-	-	-	-
Transferred on account of exercise of stock options		-	-	9.81	(9.81)	-	-
Redemption of Preference shares		-	-	-	-	-	(86.00)
Employee stock compensation expense		-	-	-	31.77	-	31.77
Transaction with Owners in their capacity as owner							
Dividends (including Preference dividend)		-	(102.00)	-	-	-	(102.00)
Balance as at 31st March 2023		250.00	669.05	1,857.44	27.20	3.38	2,807.07



Particulars	Note No.	Attributable to the equity holders of the company					Preference share capital	Total Other Equity
		Reserves and Surplus						
		Capital Redemption Reserve	Retained Earnings	Securities Premium	Share based payment reserve	Remeasurement of defined benefit plans through Other Comprehensive Income		
Balance as at 1st April 2023		250.00	669.05	1,857.44	27.20	3.38	-	2,807.07
Change in accounting policy or prior period errors		-	-	-	-	-	-	-
Restated balance as at 1st April 2023		250.00	669.05	1,857.44	27.20	3.38	-	2,807.07
Add: Transactions during the year								
Profit/(loss) for the year	15	-	206.22	-	-	-	-	206.22
Remeasurement of the net defined benefit plans		-	-	-	-	(0.49)	-	(0.49)
On issue of equity shares		-	-	1,976.30	-	-	-	1,976.30
Transaction costs on issue of shares		-	-	(60.21)	-	-	-	(60.21)
Transferred on account of exercise of stock options		-	-	13.49	(13.49)	-	-	-
Employee stock compensation expense		-	-	-	45.14	-	-	45.14
Transferred to general reserve for the options vested and lapsed		-	0.24	-	(0.24)	-	-	-
Transaction with Owners in their capacity as owner								
Dividends		-	(97.59)	-	-	-	-	(97.59)
Balance as at 31st March 2024		250.00	777.92	3,787.02	58.61	2.89	-	4,876.44

See accompanying notes to the financial statements
As per our report of even date attached

For Suri & Co.,
Chartered Accountants
Firm Registration Number: 0042835

For and on behalf of the Board of Directors
of eMudhra Limited

Natarajan V
Partner
Membership No: 223118

V Srinivasan
Executive Chairman and Director
DIN: 00640646

Venu Madhava
Whole time Director
DIN:06748204

Place:Bengaluru
Date: April 29, 2024

Ritesh Raj Pariyani
Chief Financial Officer
Johnson Xavier
Company Secretary and Compliance officer

Note 1 Company Information

eMudhra Limited (“the company” or eMudhra) provides various solutions and services like digital signatures, authentication solutions, paperless office solutions and other solutions around PKI technology. eMudhra stands for enabling a digital future with a foundation built on digital identity and trust.

eMudhra is a licensed certifying authority under the Information Technology Act, 2000, founded in 2008 from the seed of digital signatures. eMudhra has since grown to establish strong roots in solutions providing security to enterprises and end consumer for online transactions. eMudhra strives to stay relevant in the PKI and online security space by optimizing a market-based approach to drive solutions that address our customers’ financial and statutory needs. eMudhra’s products include digital signature certificates, authentication solutions, paperless office solutions, Certifying Authority solutions, solutions for securing data at rest and data in transit, solutions for Internet of Things (IoT), etc.

The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act Applicable in India. The company shares are listed on two recognised stock exchange i.e., on National Stock Exchange and Bombay Stock Exchange. The registered office and principal place of business of the Company is located at Plot No 12-P1-A & 12-P1-B, Hi-Tech Defence and Aerospace Park (IT sector), Jala Hobli, BK Palya, Bangalore – 562149.

The standalone financial statements are approved for issue by the Company’s Board of Directors on 29th April 2024.

Note 2 Material Accounting Policies

1. Basis of Preparation

The standalone financial statements are prepared and presented in accordance with Generally Accepted Accounting Principles in India (GAAP) comprises the mandatory Indian Accounting Standards (Ind AS) [as notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2023], as amended from time to time, to the extent applicable, the provisions of the Companies Act, 2013 and these have been consistently applied.

The Standalone financial statements up to and for the year ended March 31, 2021, were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act.

2. Use of Estimates and judgement

The preparation of the standalone financial statements in conformity with generally accepted accounting principles in India that requires that the company's management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, disclosure of contingent liability and contingent assets as at the date of standalone financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Although such estimates are made on a reasonable and prudent basis taking into account of all available information, actual results could differ from these estimates and such differences are recognised in the period in which the results are ascertained and in any future periods affected.

Management also uses judgement in deciding whether individual item or group of items are material in the standalone financial statements. Materiality is judged by reference to the size and nature of the item. The deciding factor is whether omission, misstatement or obscuring the information could individually or collectively influence the economic decision that users make on the basis of the standalone financial statements.

Critical estimates and Judgements:

The areas involving critical estimates or judgements are:

- Note 3a - Depreciation rates of Property Plant and equipment
- Note 4 - Determination of lease term
- Note 19 - Recognition of deferred tax asset
- Note 18 - Gratuity and Compensated absences
- Note 48 - Share based payments

3. Basis of Measurement

The standalone financial statements have been prepared on a historical cost basis except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments, if any
- Financial assets and liabilities that are qualified to be measured at fair value
- The defined benefit asset / liability is recognised as the present value of defined benefit obligation less fair value of plan assets.
- Employee share-based payments

4. Functional and Presentation Currency

The standalone financial statements are presented in Indian Rupee (INR) which is the functional and the presentation currency of the Company.

5. Current/ non-current classification

All assets and liabilities are classified into current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- i) it is expected to be realised in the Company's normal operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is expected to be realised within 12 months after the reporting date; or
- iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- i) it is expected to be settled in the Company's normal operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is due to be settled within 12 months after the reporting date; or
- iv) The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

6. Revenue Recognition

The Company's contracts/sales orders with customers include promises to transfer multiple products/services ("performance obligations") to a customer. Revenues from customer contracts/sales orders are considered for recognition and measurement when the contracts/sales orders have been accepted, expressed /implied, by the parties to the contract,

the parties to contract/sales order are committed to perform their respective obligations under the contract/sales order, and the contract/sales order is legally enforceable.

Revenue from fixed-price maintenance contracts is recognized by estimating the proportionate completion method when the pattern of benefits from the services rendered to the customer and the Company's costs to fulfil the contract is not even through the period of the contract because the services are generally discrete in nature and not repetitive. Revenues in excess of billing are classified as unbilled revenue in our standalone financial statements.

Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer.

Arrangements to deliver software products generally have three elements viz. license fee, implementation/integration fee and Annual maintenance contracts ("AMC"). Where the license is required to be substantially customized as part of the implementation service the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognized using the percentage-of-completion method as the implementation is performed. Revenue from client training, support and other services arising due to the sale of software products is recognized as the performance obligations are satisfied.

In case of AMC and license subscription model, revenue is recognized on a straight-line basis over the period in which the services are rendered except in those cases where contract/sales order value is less than INR 1 million.

In case of trust services and software reseller model, the revenue is recognised as and when the performance obligations are transferred for negotiated price (transaction price), and it is highly probable that the company will be able to collect the transaction price due under the contract/sales orders or otherwise.

Variable consideration primarily consists of discounts, rebates, price concessions, incentives and performance bonuses which are reduced from the transaction price, if specified in the contract with customer/based on customary business practices.

Other Income:

- i) Interest income is recognised using the effective interest rate method.
- ii) Dividend income is recognised when the right to receive is established.

- iii) Rental income arising from operating leases is recognised on a straight-line basis over the lease term unless increase in rentals are in line with the expected inflation or otherwise justified.
- iv) Other income not specifically stated above is recognised on accrual basis.

7. Property, Plant and Equipment and Capital Work in-Progress

Property, plant and equipment's (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Cost of acquisition includes directly attributable costs for bringing the assets to its present location and use.

The cost of an item of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. The cost of property, plant, and equipment not ready for their intended use as at each reporting date is disclosed as capital work-in-progress.

Capital work-in-progress comprises supply-cum erection contracts; the value of capital supplies received at site and accepted, capital goods in transit and under inspection. An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

8. Intangible Assets and Intangible Asset under Development

The cost of software (which is not an integral part of the related hardware) acquired for internal use and Direct expenditure incurred for development of intangible assets resulting in significant future economic benefits, is recognised as an Intangible Asset in the books of accounts when the same is ready for use.

Intangible Assets that are not yet ready for their intended use as at the reporting date are classified as “Intangible Assets under Development”. Cost of Developmental work, which is completed, wherever eligible, is recognised as an Intangible Asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

9. Depreciation / Amortisation

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets. The Depreciation is provided as per the useful life prescribed in Schedule II of Companies Act, 2013.

Leasehold improvements are depreciated over the period of lease.

Where cost of a part of the asset is significant to total cost of the asset and estimated useful life of that part is different from the estimated useful life of the remaining asset, estimated useful life of that significant part is determined separately and the significant part is depreciated on straight-line basis over its estimated useful life.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

The residual values, useful lives and methods of depreciation / amortisation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation/amortisation on Property, plant & equipment added/disposed of during the year is provided on pro-rata basis with respect to date of acquisition/disposal.

Intangible assets are amortised over the estimated useful lives of 10 years on a straight-line basis, from the date that they are available for use. The residual values, useful lives and amortisation methods, are reviewed at each financial year end and adjusted prospectively, if appropriate.

10. Impairment of Non-Financial Assets

The Company assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an assets or Cash Generating Unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset in determining fair value less costs of disposal.

Reversal of impairment provision is made when there is an increase in the estimated service potential of an asset or Cash Generating Unit (CGU), either from use or sale, on reassessment after the date when impairment loss for that asset was last recognised.

11. Leases

Company as a Lessee: -

Contracts with third party, which gives the company the right to use of an asset, is accounted in line with the provisions of "Ind AS 116 – Leases" if the recognition criteria as specified in the accounting standard are met.

Lease payments associated with short terms leases and leases in respect of low value assets are charged off as expenses on straight line basis over lease term or other systematic basis, as applicable.

At commencement date, the value of "right of use" is capitalised at the present value of outstanding lease payments plus any initial direct cost and estimated cost, if any, of dismantling and removing the underlying asset and presented as part of Plant, property and equipment. Liability for lease is created for an amount equivalent to the present value of outstanding lease payments and presented as Borrowings. Subsequent measurement of right of use assets is made using Cost model.

Each lease payment is allocated between the liability created and finance cost. The finance cost is charged to the Statement of Profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the company's incremental borrowing rate. Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

Company as a lessor: -

Leases are classified as operating lease, or a finance lease based on the recognition criteria specified in Ind AS 116.

a) Finance lease:

At commencement date, amount equivalent to the "net investment in the lease" is presented as a Receivable.

The implicit interest rate is used to measure the value of the "net investment in Lease". Each lease payment is allocated between the Receivable created and finance income. The finance income is recognised in the Statement of Profit and loss over the lease period so as to reflect a constant periodic rate of return on the net investment in Lease.

The asset is tested for de-recognition and impairment requirements as per Ind AS 109 – Financial Instruments.

Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

b) Operating lease:

The company recognises lease payments from operating leases as income on either a straight-line basis or another systematic basis, if required.

Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

12. Inventories

The inventories of the company are valued at lower of cost or net realisable value.

The cost of bought out materials is ascertained by using the weighted average cost formula. The cost comprises the purchase cost of the item and cost of bringing such item into factory.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

13. Income Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

- as a legally enforceable right to set off the recognized amounts; and
- Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the

extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

14. Foreign Currencies

Transactions in foreign currencies are initially recorded by the Company at their respective currency exchange rates at the date the transaction qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency by using the closing exchange rate at the reporting date. Differences arising on settlement or translation of monetary items are recognised in statement of profit and loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the dates of the initial transactions.

15. Employee Benefits

Short-term employee benefits – Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service.

Post-employment benefits (defined benefit plans) – The employees' gratuity scheme is a defined benefit plan. In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity for the eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation, or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on an actuarial valuation using projected unit credit method. The discount rate is based on the prevailing market yields of Indian government securities. Gains and Losses through re-measurement of the net defined benefit liability / (asset) are recognized in Other Comprehensive Income.

Actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (asset) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in

benefit that relates to past service or the gain or loss on curtailment is recognised immediately in statement of profit and loss.

Defined Contribution Plan

The company has defined contribution plans for employees comprising of Provident Fund and Employee's State Insurance. The contributions paid/payable to these plans during the year are charged to the Statement of Profit and Loss for the year when the contributions are due. The Company's liability is limited to the extent of contributions made to these funds.

Long-term employee benefits - Long-term employee benefits comprise of compensated absences and other employee incentives, if any. These are measured based on an actuarial valuation carried out by an independent actuary at each Balance Sheet date unless they are insignificant. Actuarial gains and losses and past service costs are recognized in the Statement of Profit and Loss.

16. Provisions/ Contingent liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of profit and loss net of any reimbursement.

Provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities/Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a Contingent liability but discloses its existence in the standalone financial statements.

A contingent asset is a possible asset that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. The Company does not recognize a Contingent asset but discloses its existence in the standalone financial statements where an inflow of economic benefits is probable.

17. Cash and Cash Equivalents

Cash comprises of cash on hand and demand deposits. Cash equivalents are short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash, which are subject to an insignificant risk of change in value.

Bank overdrafts, if any, are classified as borrowings under current liabilities in the balance sheet.

18. Financial Instruments

Initial measurement

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition except for the trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value on initial recognition.

Subsequent measurement [non-derivative financial instruments]

Financial assets carried at amortized cost.

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income [FVTOCI]

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely for payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

Financial assets at fair value through profit or loss [FVTPL]

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Financial Liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

Trade receivables

Trade receivables are the amount due from the customers for the services rendered in the ordinary course of business. Trade receivables are initially recognised at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at the fair value. The Company holds trade receivables for the receipt of contractual cashflows and therefore measures them subsequently at the amortised cost using effective interest rate method.

Trade payables and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recorded initially at fair value and subsequently measured at amortised cost using effective interest rate method.

Investment in Subsidiaries and associates

Investment in subsidiaries and Associates are measured at cost less impairment.

Share Capital – Ordinary Shares

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all its liabilities. Equity instruments recognized by the company are recognized at the proceeds received net of direct issue cost.

De-recognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

Reclassification of Financial Instruments

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. If the Company reclassifies financial assets, it applies the reclassification prospectively.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

19. Fair value Measurement

Fair value is the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value,

maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

20. Impairment of Financial Assets

Financial Assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

Non-Financial Assets

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been

determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

21. Share based payments

Equity-settled share-based payments to employees and other providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based payment transactions are set out in note 48. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in statement of profit and loss such that the cumulative expenses reflect the revised estimate, with a corresponding adjustment to the Share based payments reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

22. Segment reporting

Operating segments are reported in the manner consistent with the internal reporting to the chief operating decision maker (CODM). The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

3a Property, Plant and Equipment

Particulars	Leasehold land	Buildings*	Computer and hardware	Motor vehicles	Furniture & Fixtures	Plant & Machinery	Office and Electrical equipments	Total
Gross Carrying Amount								
As at March 31, 2022	89.25	547.21	83.80	6.21	-	-	43.25	769.73
Additions/ adjustments during the year	-	156.27	10.80	-	44.98	26.67	55.13	293.85
Disposals/ adjustments during the year	-	-	-	-	-	-	(0.22)	(0.22)
As at March 31, 2023	89.25	703.48	94.60	6.21	44.98	26.67	98.16	1,063.36
Additions/ adjustments during the year	9.00	8.79	120.66	-	9.83	69.44	34.60	252.31
Disposals/ adjustments during the year	(6.25)	-	-	-	-	-	-	(6.25)
As at March 31, 2024	92.00	712.27	215.26	6.21	54.81	96.11	132.76	1,309.42
Accumulated Depreciation								
As at March 31, 2022	5.07	16.47	57.87	4.69	-	-	28.09	112.19
Depreciation for the year	0.85	11.78	8.28	0.22	4.04	1.69	10.73	37.59
Disposal/ adjustments during the year	(0.48)	0.49	-	-	4.07	-	(4.24)	(0.16)
As at March 31, 2023	5.44	28.74	66.15	4.91	8.11	1.69	34.58	149.62
Depreciation for the year	0.84	11.90	26.78	0.22	5.03	1.98	12.57	59.32
Disposal/ adjustments during the year	(0.34)	-	-	-	-	-	-	(0.34)
As at March 31, 2024	5.94	40.64	92.93	5.13	13.14	3.67	47.15	208.60
Net carrying amount								
As at March 31, 2022	84.18	530.74	25.93	1.52	-	-	15.16	657.53
As at March 31, 2023	83.81	674.74	28.45	1.30	36.87	24.98	63.59	913.74
As at March 31, 2024	86.06	671.63	122.33	1.08	41.67	92.44	85.61	1,100.82

Notes:

(i) Details of leasehold land

- a. Lease hold land measuring 12140.00 Sq. Mtrs located at plot no. 12- P1- A & 12 -P1-B(Corner) of Bengaluru IT Park Industrial Area in SY nos. 95/P & 7 (Block no.21,22 &24- Part) of B K Palya Village, Jala Hobli, Bengaluru North Taluk, has been allotted to the company by Karnataka Industrial Areas Development Board(KIADB) for a leasehold period of 99 years. The Company obtained possession on 29.03.2016. This land was mortgaged against term loan of INR 250 from Kotak Mahindra Bank. This term loan were fully repaid and mortgage was released during the financial year 2022-23.
- b. Lease hold land measuring 2.5 acres in the ELCOSEZ- Jagirampalayam,Salem has been allotted to the Company by Electronics Corporation of Tamil Nadu Limited(ELCOT) for a lease period of 99 years. During the financial year, the company has surrendered the leasehold land to ELCOT for a consideration of Rs. 2.43.

* Include assets provided on cancellable operating lease to subsidiaries.

(ii) Depreciation / Amortisation

Depreciation is calculated on straight line basis over the estimated useful lives of the asset

Leased assets are amortised on a straight line basis over their estimated useful lives or their respective lease term whichever is shorter.

(iii) Method of Accounting Depreciation

Depreciation / Amortisation has been calculated as per the Accounting Policy No. 9 of the company and recognised as expense in the Statement of Profit and Loss.

(iv) Estimation of useful life of Assets

The estimated useful lives of various categories of Tangible Assets is as follows:

Asset Class	Years
Leasehold land	99
Buildings*	3 - 60
Computer and hardware	3 - 6
Motor vehicles*	8-10
Furniture & Fixtures	10
Plant & Machinery	15
Office and Electrical equipments	5-10

* Based on estimated useful life (which are different from the useful life indicated in Schedule II to the Companies Act, 2013) after taking into consideration factors like expected usage of assets, risk of technical and commercial obsolescence etc.

(v) Restriction on title

With reference to the lease hold land allotted by KIADB, the company has received rectification deed from KIADB in September 2022, wherein KIADB has accorded approval to transfer the lease hold land to the company after 2 years of continuous production from the date of commercial production. The company has implemented the project on 01st April 2022 and accordingly sale deed with KIADB will be executed after the completion of 2 years. The company has filed application with KIADB on 12.04.2024 for execution of sale deed in the name of the company and is confident of obtaining the legal title from KIADB and do not foresee any further obligation towards transfer of title.

(vi) Contractual commitments

Refer Note 37 for outstanding contractual commitments.

(vii) Impairment of assets - Refer note 36

(viii) Refer Note 8 in respect of unadjusted capital advance paid towards Property, Plant and Equipment.

(ix) Deemed Cost

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment as at April 1, 2021 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

(x) Amount of depreciation recognised as a part of other asset is Nil.



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Notes forming part of the standalone financial statements

(All amounts are in INR million, unless otherwise stated)

3b Capital work-in-progress

Particulars	As at	As at
	March 31,2024	March 31,2023
Buildings	2.55	13.84
Office and Electrical equipment	37.20	8.56
Furniture & Fixtures	0.20	8.46
Computer & Hardware	105.74	335.19
Total	145.69	366.05

Ageing of Capital work-in-progress as at March 31, 2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
Projects in Progress	1.07	144.62	-	-	145.69
Projects temporarily suspended	-	-	-	-	-
Total	1.07	144.62	-	-	145.69

Completion schedule - Time and Cost overrun 2023-24

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2 - 3 years	More than 3 years	
Building	-	-	-	-	-
Total	-	-	-	-	-

Ageing of Capital work-in-progress as at March 31, 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
Projects in Progress	356.96	-	-	9.09	366.05
Projects temporarily suspended	-	-	-	-	-
Total	356.96	-	-	9.09	366.05

Completion schedule - Time and Cost overrun 2022-23

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2 - 3 years	More than 3 years	
Building	-	9.09	-	-	9.09
Total	-	9.09	-	-	9.09

(i) Impairment of assets - Refer note 36

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Notes forming part of the standalone financial statements

(All amounts are in INR million, unless otherwise stated)

4 Right-of-use assets

Particulars	Plant and Machinery
Gross Carrying Amount	
As at March 31, 2022	138.62
Additions	19.23
Adjustments	(3.57)
Derecognised	-
As at March 31, 2023	154.28
Additions	-
Adjustments	-
Derecognised	(137.94)
As at March 31, 2024	16.34
Accumulated Depreciation	
As at March 31, 2022	33.97
Amortisation for the year	35.53
Adjustments	-
Derecognised	-
As at March 31, 2023	69.50
Amortisation for the year	35.18
Adjustments	-
Derecognised	(90.20)
As at March 31, 2024	14.48
Net carrying amount	
As at March 31, 2022	104.65
As at March 31, 2023	84.78
As at March 31, 2024	1.86

Notes:

Depreciation has been charged to ROU Assets on a straight line method based on the lease term and is included under depreciation and amortization expense in the statement of Profit and Loss.

(i) The following amount have been recognised in the statement of profit and loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation (refer note 31)	35.18	35.53
Interest expense (refer note 30)	16.82	20.00
Expense relating to short term lease (refer note 32)	24.73	24.94
Gain on lease termination (refer note 25)	(22.75)	-
Other borrowing cost on account of pre closure of lease (refer note 30)	1.08	-

(ii) Extension and termination options

Extension and termination options are included in the property lease agreements. These are used to maximise operational flexibility in terms of managing the assets used in the company's operations. The majority of extension and termination options held are exercisable only by the company and not by the respective lessor.

(iii) Critical judgements in determining the lease term:

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

(iv) The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2024 and March 31, 2023 on an undiscounted basis:

Particulars	As at March 31, 2024	As at March 31, 2023
Less than one year	1.41	34.75
One to two years	0.29	32.45
More than two years	-	29.52
Total	1.70	96.72

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

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Notes forming part of the standalone financial statements

(All amounts are in INR million, unless otherwise stated)

(v) Net Debt Reconciliation

Particulars	Lease liability	Cash	Total
Net debt as on April 01, 2022	(127.39)	36.58	(90.81)
Cash flows	43.96	103.49	147.45
Addition on account of recognition of RoU asset	(1.63)	-	(1.63)
Interest expense	(20.00)	-	(20.00)
Add: Adjustments	8.36	-	8.36
Net Debt as on March 31, 2023	(96.72)	140.07	43.35
Cash flows	43.82	1,424.84	1,468.66
Addition on account of recognition of RoU asset	-	-	-
Interest expense	(16.82)	-	(16.82)
Other borrowing cost	(1.08)	-	(1.08)
Deletion on account of termination of RoU asset	69.10	-	69.10
Net Debts as on March 31, 2024	(1.70)	1,564.91	1,563.21

(vi) References to other leases related notes

For leases accounting policy refer accounting policy no. 11 of the company

For leases liability related information refer note 17

(vii) Leases not yet commenced to which lease is committed

As at March 31, 2024, commitments for leases not yet commenced was INR Nil (2023: INR Nil)

(viii) Contractual maturities of financial liabilities : Refer note no 51

5a Other intangible assets

Particulars	Computer Software (Including development costs)
Gross carrying amount	
As at March 31, 2022	628.72
Additions	71.16
Disposals	-
As at March 31, 2023	699.88
Additions	244.08
Disposals	-
As at March 31 2024	943.96
Accumulated Amortisation	
As at March 31, 2022	432.98
Amortisation for the year	50.25
Disposals	-
As at March 31, 2023	483.23
Amortisation for the year	59.65
Disposals	-
As at March 31 2024	542.88
Net carrying amount	
As at March 31, 2022	195.74
As at March 31, 2023	216.65
As at March 31 2024	401.08

(i) Depreciation / Amortisation

Amortisation is calculated on straight line basis over the estimated useful lives of the asset.

(ii) Method of Accounting Depreciation/Amortisation

Amortisation has been calculated as per the Accounting Policy No. 9 of the company and recognised as expense in the Statement of Profit and Loss.

(iii) Estimation of useful life of Assets

The estimated useful lives of the Other Intangible Assets is as follows:

Asset Class	Years
Computer software (including development costs)	10

(iv) Restriction on title: Nil

(v) Contractual commitments

Refer Note 37 for outstanding contractual commitments

(vi) Impairment of assets - Refer note 36

(vii) Refer Note 8 in respect of unadjusted capital advance paid towards Other intangible assets



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Notes forming part of the standalone financial statements
(All amounts are in INR million, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
5b Intangible assets under development		
Internally developed	137.55	106.24
Less: Provision for impairment	-	-
Total	137.55	106.24

Intangible assets under development ageing schedule 2023-24

Intangible assets under development	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
Projects in Progress	137.55	-	-	-	137.55
Projects temporarily suspended	-	-	-	-	-
Total	137.55	-	-	-	137.55

Completion schedule - Time and cost over run 2023-24

Intangible assets under development	To be completed in				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Total	-	-	-	-	-

Intangible assets under development ageing schedule 2022-23

Intangible assets under development	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
Projects in Progress	95.71	10.53	-	-	106.24
Projects temporarily suspended	-	-	-	-	-
Total	95.71	10.53	-	-	106.24

Completion schedule - Time and cost over run 2022-23

Intangible assets under development	To be completed in				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Total	-	-	-	-	-

(i) Contractual commitments

Refer Note 37 for outstanding contractual commitments

(ii) Impairment of assets - Refer note 36

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Notes forming part of the standalone financial statements

(All amounts are in INR million, unless otherwise stated)

Particulars	As at March 31,2024	As at March 31, 2023
6 Financial assets		
Non-current Investments		
Investment carried at cost:		
Investments in equity instruments (Unquoted)		
a) Subsidiaries (at cost)		
eMudhra (MU) Limited	108.98	108.98
(5,158,477 (2023:5,158,477) equity shares of face value of MUR10 each)		
eMudhra Technologies Ltd.	27.47	27.47
(29,50,552 (2023:29,50,522) equity shares of face value of Rs.10 each fully paid)		
eMudhra Consumer Services Limited	57.08	57.08
(50,00,000 (2023:50,000,000) equity shares of face value of Rs.10 each fully paid)		
eMudhra DMCC	1.01	1.01
(51 (2023: 51) equity shares of face value of AED 1000 each fully paid)		
eMudhra INC	758.33	303.88
(80,75,000 (2023: 37,25,000) equity shares of face value of USD 1 each fully paid)		
eMudhra PTE Limited	6.54	6.54
(1,27,500 (2023:127,500) equity shares of face value of SGD 1 each fully paid)		
eMudhra BV	162.62	4.61
(11,96,000 (2023:51,000) equity shares of face value of EURO 1 each fully paid)		
PT eMudhra Technologies Indonesia	10.90	10.90
(147,500 (2023:147,500) equity shares of face value of IDR 15,000 each fully paid)		
Investment on issue of ESOP's to employees of subsidiary companies	26.86	3.55
Total	1,159.79	524.02
i. Particulars	2023-24	2022-23
(a) Aggregate amount of quoted investments and market value thereof	-	-
(b) Aggregate amount of unquoted investments	1,132.93	520.47
(c) Aggregate amount of impairment in value of investments	-	-
(ii) Related party disclosure : For Related party disclosure refer note 46		
(iii) Refer note 49 for classification of financial instruments		
Current investments		
Unquoted		
Investment in mutual funds at fair value through Profit and loss		
ICICI Prudential Overnight Fund Direct Plan Growth	-	112.15
[units 92,802.64 @ Rs. 1208.48 per unit]		
HDFC Overnight Fund Direct Plan Growth	-	97.29
[units 29,231.01 @ Rs.3328.44 per unit]		
Mirae Asset Liquid Fund - Direct Plan Growth	20.07	-
[units 7870.710 @ Rs.2550.29 per unit]		
UTI Liquid Fund - Direct Plan Growth	20.13	-
[units 5085.612 @ Rs.3957.97 per unit]		
Total	40.20	209.44
i. Particulars	2023-24	2022-23
(a) Aggregate amount of quoted investments and market value thereof	-	-
(b) Aggregate amount of unquoted investments	40.20	209.44
(c) Aggregate amount of impairment in value of investments	-	-
(i) Refer note 49 for classification of financial instruments		

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Particulars	As at March 31, 2024	As at March 31, 2023
7 Other financial assets		
Non-Current		
Unsecured, considered good		
Security deposit	-	5.24
Bank deposits with maturity more than 12 months*	16.21	13.43
Total	16.21	18.67
* Includes INR 16.21 (2023: INR 13.43) held as margin money deposit as against bank guarantees.		
Current		
Unsecured, considered good		
Interest accrued but not due on deposits	19.35	7.18
Other deposits	-	1.54
Rent deposit	3.00	3.05
Security deposits	3.49	2.91
Tender deposit	2.83	2.24
Total	28.67	16.92
Total Other financial assets	44.88	35.59
(i) Financial instruments		
Refer Note 49 for classification of financial instruments		
(ii) Impairment of financial assets		
Provision for impairment has been made in line with accounting policy no. 20 of the company		
8 Other non-current assets		
Unsecured, considered good		
Capital advances	-	0.37
Others		
Balance with government authorities	0.55	0.55
Prepaid expenses	1.66	1.64
Contract cost	22.38	-
Total	24.59	2.56
Other current assets		
Unsecured, considered good		
Advance to suppliers	10.49	8.14
Others		
Prepaid expenses	18.58	13.34
Contract cost	1.23	-
Balance with government authorities	0.35	5.97
Unbilled revenue		
- Related party	6.32	32.52
- Others	350.69	292.35
Contract asset	16.43	20.71
Other current assets	0.86	3.74
Total	404.95	376.77
Total other current assets	429.54	379.33
(i) Related party disclosure		
For related party disclosure refer note 46		
9 Inventories (Valued at lower of cost or Net realisable value)		
Stock in trade*	29.36	10.34
Total	29.36	10.34

*includes goods in transit of INR Nil (2023: 0.60)



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Particulars	As at March 31,2024	As at March 31, 2023
10 Trade receivables		
Unsecured, considered good		
- Related parties	85.29	6.09
- Others	383.56	348.70
Less: Allowance for expected credit loss	(2.03)	(8.54)
Total	466.82	346.25

(i) Payment terms

a. In majority of contracts, payment is due on delivery of License. However, in some contracts a portion of dues is linked to satisfaction of further performance obligations like completion of installation and commission activity etc.

b. Amount retained by customer in respect of completed performance obligation, due to linking of payment with completion of other performance obligations in the contract, is classified as contract asset. Balance amount receivable is classified as Trade receivable.

(i) Financial instruments

Refer note 49 for classification of financial instruments

(ii) Related party disclosure

For related party disclosure refer note 46

(iii) Refer note 44 for trade receivable ageing schedule

11 Cash and cash equivalents

Balance with banks:

- In current account

344.15

115.88

- Deposit accounts

1,220.53

24.00

Cash on hand

0.23

0.19

Total

1,564.91

140.07

Cash and cash equivalents includes Term Deposits with original maturity period up to three months. Term Deposits with original maturity period beyond Three months upto Twelve months have been included in Bank balances (Refer Note 12) and Term Deposits with original maturity period beyond Twelve months have been included in Other financial assets (Refer Note 7).

(i) Refer note 49 for classification of financial instruments

(ii) There are no repatriation restrictions with regard to cash and cash equivalents

12 Bank balance other than cash and cash equivalents

Balances with bank held as margin money deposits as against bank guarantees

1.63

4.35

In deposit accounts

200.00

308.70

Unpaid dividend account

0.07

0.04

Total

201.70

313.09

(i) Refer note 49 for classification of financial instruments

(ii) There are no repatriation restrictions with regard to cash and cash equivalents

13 Loans

Unsecured, considered good

Loans to related parties

2.81

10.81

Others

Loans to employees

0.44

0.50

Total

3.25

11.31

(i) Financial instruments

Refer note 49 for classification of financial instruments

(ii) Impairment of financial assets

Provision for impairment has been made in line with accounting policy no.20 of the company

(iii) Related party disclosure

For related party disclosure refer note 46

Particulars	As at		As at	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
14 Share capital				
Authorised share capital				
12,30,00,000 (2023: 12,30,00,000) Equity shares of INR 5 each	615.00	615.00		
2,50,00,000 (2023: 2,50,00,000) Preference shares of INR 10 each	250.00	250.00		
Total	865.00	865.00		

Equity share capital

(i) Issued, Subscribed and fully paid up share capital

8,28,11,707 (2023: 7,80,72,371) equity shares of INR 5 each

(ii) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Share outstanding at the beginning of the year	7,80,72,371	390.36	7,01,79,692	350.90
Add: Share issued during the year	47,39,336	23.70	78,92,679	39.46
Less: Shares bought back during the year	-	-	-	-
Share outstanding at the end of the year	8,28,11,707	414.06	7,80,72,371	390.36

(iii) Details of shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% Holding	No. of Shares	% Holding
V Srinivasan	2,71,22,543	32.75%	2,71,22,543	34.74%
Taarav Pte Ltd	1,38,42,877	16.72%	1,38,42,877	17.73%
Lakshmi Kaushik	56,97,159	6.88%	56,97,159	7.30%
Nippon Life India Trustee Limited	54,83,786	6.62%	30,87,579	3.95%

(iv) Terms, Rights, preferences and restrictions attaching to each class of shares

Particulars	As at		As at	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
a. Shares reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment.	-	-	-	-
b. The aggregate value of calls unpaid (including Directors and Officers of Company)	-	-	-	-
c. Shares forfeited	-	-	-	-

d. The company has only one class of equity shares having par value Rs. 5 per share each holder of equity share is entitled to one vote per share. Each share holder has a right to receive the dividend declared by the company. On winding up of the company the equity share holders will be entitled to get the realise value of the remaining assets of the company, if any, after distribution of preferential amounts as per law. The distribution will be in proportion to the number of equity shares held by the share holders.

(v) During previous five years the company has not bought back its shares

(vi) During the previous five years the company has not allotted any shares as fully paid up pursuant to contract without payment being received in cash

(vii) During the previous five years the company not allotted any shares as fully paid up by way of bonus shares

(viii) Details of share holding of Promoter and Promoter Group

Name of Shareholder	As at 31st March 2024			As at 31st March 2023		
	No. of Equity shares held	% of holding	% Change during the Year	No. of Equity shares held	% of holding	% Change during the Year
V Srinivasan	2,71,22,543	32.75%	-1.99%	2,71,22,543	34.74%	-8.59%
Taarav Pte Ltd	1,38,42,877	16.72%	-1.01%	1,38,42,877	17.73%	-8.43%
Arvind Srinivasan	31,54,646	3.81%	-0.23%	31,54,646	4.04%	-5.42%
Kaushik Srinivasan	9,25,880	1.12%	-0.07%	9,25,880	1.19%	-0.86%

(ix) Final Dividend

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
(a) Final dividend for FY 2021-22	-	97.59
(b) Final dividend for FY 2022-23	97.59	-

(x) Private placement

The Board of Directors vide its meeting dated April 30, 2022, accorded approval to issue 16,03,618 equity shares at price of Rs.243.20 per share (Par value of Rs.5/- per equity share and premium of Rs.238.20 per equity share) on preferential basis through private placement to various investors. Accordingly, the company has allotted those shares to those investors on 05th May 2022 and the proceeds from this private placement have been utilised for the purpose as approved and filed with the appropriate authorities.

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Particulars	at March 31, 2024	March 31, 2023
15 Other equity		
Capital redemption reserve [refer note 15.1 below]	250.00	250.00
Securities Premium [refer note 15.2 below]	3,787.02	1,857.44
Retained earnings [refer note 15.3 below]	777.92	669.05
Total other comprehensive income [refer note 15.4 below]	2.89	3.38
Share based payment reserve [refer note 15.5 below]	58.61	27.20
Preference share capital [refer note 16 below]	-	-
	4,876.44	2,807.07
15.1 Capital redemption reserve		
Balance at the beginning of the year	250.00	164.00
Add: Transactions during the year	-	-
Add: Adjusted against securities premium	-	-
Add: Transferred from retained earnings	-	86.00
Balance as at the end of the year	250.00	250.00
15.2 Securities Premium		
Balance at the beginning of the year	1,857.44	-
Add: Issue of equity shares	1,976.30	1,960.54
Add: Exercise of stock options by employees	13.49	9.81
Less: Transaction costs on issue of equity shares	(60.21)	(112.91)
Balance as at the end of the year	3,787.02	1,857.44
15.3 Retained earnings		
Balance at the beginning of the year	669.05	657.32
Profit/ (Loss) for the year	206.22	199.74
Add: Transferred from Share based payment reserve for the options vested and lapsed	0.24	-
Less: Transfer to capital redemption reserve	-	86.00
Less: Dividend paid (Including preference dividend of INR 4.41 million)	(97.59)	(102.00)
Balance as at the end of the year	777.92	669.05
15.4 Other comprehensive income for the year		
Balance at the beginning of the year	3.38	7.38
Add: Other comprehensive income for the year	(0.49)	(4.00)
Balance as at the end of the year	2.89	3.38
15.5 Share based payment reserve		
Balance at the beginning of the year	27.20	5.24
Add: Employee stock compensation expense during the year	45.14	31.77
Less: Transferred to Securities premium for options exercised	(13.49)	(9.81)
Less: Transferred to general reserve for the options vested and lapsed	(0.24)	-
Balance as at the end of the year	58.61	27.20

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16 Preference Share capital
(i) Issued, Subscribed and fully paid up share capital

Nil (2023: Nil) equity shares of INR 10 each

- -

(ii) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

Name of the Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Share outstanding at the beginning of the year	-	-	8.60	86.00
Add: Share issued during the year	-	-	-	-
Less: Redeemed during the year	-	-	(8.60)	(86.00)
Share outstanding at the end of the year	-	-	-	-

(iii) Dividend

Particulars	For the year	For the year
	ended 31st	ended 31st
	March 2024	March 2023
(a) Final dividend for FY 2021-22	-	2.58
(b) Final dividend for FY 2022-23	-	1.83

(vi) These Preference shares amounting to INR 86 are issued to the promoter group at a face value of INR 10 each. The shares had a 3% coupon rate until its redemption and grouped under other equity. The preference shares are redeemed on December 15 2022.

Nature and purpose of the reserves
Securities premium

Securities premium is created out of the premium on issue of equity shares. The reserve is utilised in accordance with the provisions of Companies Act, 2013.

Other Comprehensive income

Other Comprehensive income are those gains/ losses which are not yet realised and excluded from the statement of profit and loss. It consist of remeasurement of the net defined benefit liability.

Capital redemption reserve

Capital redemption reserve is created by transfer from retained earnings an amount equal to face value of shares bought back or redeemed. This reserve is utilised in accordance with the Provisions of Companies Act, 2013.

Share based payment reserve

The reserve related to employee share based payment plans granted by the company to its employees. Further information about share based payment to employees is set out in note 48.



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Particulars	As at March 31,2024	As at March 31, 2023
17 Lease liabilities		
Non current liability of lease	0.29	61.97
Total	0.29	61.97
Lease Liabilities		
Current liability of lease	1.41	34.75
Total	1.41	34.75
Total lease liabilities	1.70	96.72
(i) Financial instruments		
Refer Note 49 for classification of financial instruments		
18 Provisions		
Non current		
Employee benefits		
Compensated absences [refer note 47]	2.06	1.76
Gratuity [refer note 47]	16.66	20.89
Total	18.72	22.65
Current		
Employee benefits		
Bonus	38.54	28.33
Compensated absences [refer note 47]	3.30	2.93
Gratuity	-	-
Total	41.84	31.26
Total Provisions	60.56	53.91

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Particulars	As at March 31,2024	As at March 31,2023
19 Deferred tax Liabilities (Net)		
Deferred tax (asset)/liability, net		
Deferred tax liabilities	72.03	31.21
Deferred tax assets	(11.65)	(12.60)
Total	60.38	18.61

Deferred tax balance

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax in relation to:		
Property, plant and equipment	72.03	30.83
Provision for employee benefits	(5.55)	(6.43)
Right of use assets and lease liability	(0.04)	(3.91)
Financial assets	(0.05)	0.38
Financial liabilities	(5.28)	-
Others	(0.73)	(2.26)
Total	60.38	18.61

2023-24	Opening Balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing balance
Deferred tax liabilities/(assets) in relation to				
Property, plant and equipment	30.83	41.20		72.03
Provision for employee benefits	(6.43)	0.88		(5.55)
Remeasurement of defined benefit obligation	-	0.17	(0.17)	-
Right of use assets and lease liability	(3.91)	3.87		(0.04)
Financial assets	0.38	(0.43)		(0.05)
Financial liabilities	-	(5.28)		(5.28)
Others	(2.26)	1.53		(0.73)
Total	18.61	41.94	(0.17)	60.38

2022-23	Opening Balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing balance
Deferred tax liabilities/(assets) in relation to				
Property, plant and equipment	18.79	12.04	-	30.83
Provision for employee benefits	(5.65)	(0.78)	-	(6.43)
Remeasurement of defined benefit obligation	-	1.34	(1.34)	-
Right of use assets and lease liability	(1.16)	(2.75)	-	(3.91)
Financial assets	-	0.38	-	0.38
Others	(0.01)	(2.25)	-	(2.26)
Total	11.97	7.98	(1.34)	18.61

(i) Tax Expense

a) Recognised in statement of profit and loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax		
In respect of the current year	44.74	68.89
In respect of prior years	(6.42)	(6.84)
	38.32	62.05
Deferred tax		
In respect of the current year	41.94	7.98
Total	41.94	7.98
Total tax expense	80.26	70.03

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b) Recognised in Other comprehensive Income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Deferred tax		
In respect of the current year - OCI	0.17	1.34
Total	0.17	1.34

c) Reconciliation of Effective tax rate

Particulars	As at March 31, 2024		As at March 31, 2023	
	Rate (%)	Amount	Rate (%)	Amount
Profit Before Tax		286.48		269.77
Tax using the company's Domestic Tax Rate	25.17%	72.10	25.17%	67.90
Effect of				
Expenses that are not deductible in determining taxable profit	1.17%	3.34	1.87%	5.04
Others	2.47%	7.08	1.46%	3.93
Earlier year tax	-0.79%	(2.26)	-2.53%	(6.84)
Effective Tax		80.26		70.03

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Particulars	As at March 31,2024	As at March 31, 2023
20 Other non-current liabilities		
Contract liability		
Deferred Revenue	28.26	0.05
Total	28.26	0.05
Other current liabilities		
Deferred Revenue	19.31	20.77
Statutory dues	26.11	22.86
Total	45.42	43.63
Total other current liabilities	73.68	43.68
21 Trade payables		
Current		
Dues to micro enterprises and small enterprises (refer note 42)	81.46	54.03
Dues to creditors other than micro enterprises and small enterprises		
To Related parties	13.64	40.09
To Others	92.62	110.62
Total	187.72	204.74
(i) Financial instruments : Refer Note 49 for classification of financial instruments. (ii) Related party disclosure : Refer Note 46 for Related Party Disclosures (iii) Refer note 45 for trade payables ageing schedule		
22 Other financial liabilities		
DSC Portal deposit	8.70	2.72
Unpaid dividend	0.07	0.04
Other advances from customers#	5.68	-
Employee benefits payable	43.75	36.60
Rent deposit from related parties	10.50	10.50
Security deposit from customers	0.06	2.53
Non trade payables dues to micro and small enterprises (refer note 42)	4.02	-
Capital creditors	-	4.75
Total	72.78	57.14
# Amount is below the round off norm adopted by the company		
(i) Refer note 49 on classification of financial instruments		
23 Current tax assets (net)		
Tax payment pending adjustments	19.87	15.33
Total	19.87	15.33

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Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
24 Revenue from operations		
Sale of software/ solutions services	1,432.58	1,318.50
Sale of products	400.01	321.72
Total	1,832.59	1,640.22

(i) Disaggregation of revenue

Revenue earned by the company is disaggregated by its sources based on its key operating segments as disclosed in Note 52

(ii) Reconciliation of revenue recognised in Statement of Profit and Loss with contract Price

Revenue as per the Statement of Profit and Loss		
Sale of software solutions/services	1,432.58	1,318.50
Sale of products	400.01	321.72
Total (a)	1,832.59	1,640.22
Add/ (less) adjustment to contract price		
Foreign Exchange variation claim	-	-
Price revision	-	-
Adjustment of commission to controllers	-	-
Discount and rebate offered	-	-
Others	-	-
Total adjustment (b)	-	-
Contract price (a+b)	1,832.59	1,640.22

(iii) Satisfaction of performance obligation

a. In majority of the contracts performance obligation is satisfied "at a point in time" which is primarily determined on customer obtaining the control of the asset. Revenue from licenses where the customer obtains a "right to use" the license are recognised at the time the license is made available to the customer.

b. In Contracts with multiple performance obligations, revenue is recognised using percentage of completion method on satisfaction of each performance obligation.

c. Contract with the customer normally do not contain significant financing component and any advance payment received and /or amount retained by customer is with intention of protecting either parties to the contract.

d. Variable consideration primarily consists of discounts, rebates, price concessions, incentives and performance bonuses which are reduced from the transaction price, if specified in the contract with customer/ based on customary business practices.

e. Warranties provided are mainly in the nature of performance warranty.

f. In case of AMC contracts, output method is used to recognise revenue where passage of time is the criteria for satisfaction of performance obligation.

g. For revenue recognition in respect of performance obligation satisfied at a "point in time" the following criteria is used for determining whether the customer has obtained "Control on asset"

- i. Transfer of significant risk and rewards
- ii. Customer has legal right/title to the asset
- iii. The entity has transferred the physical possession of the asset
- iv. Customer has accepted the asset
- v. Entity has the present right to payment for the asset

h. Transaction price is typically determined based on contract entered into with customer. Allocation of transaction price in respect to multiple obligation is based on relative standalone selling price.

i. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period.

j. The Company classifies its right to consideration as either trade receivables or Contract asset. The Company's receivables are rights to consideration that are unconditional.

Unbilled revenue comprising revenue in excess of billing where the right to consideration is unconditional and is due only after passage of time.

k. No non-cash considerations are received/given during the current/previous year.

l. Remaining Performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed remaining performance obligation related disclosures for contracts where the revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time-and-material and unit of work based contracts. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in scope of contracts, periodic revaluations, adjustment for revenue that has not materialised and adjustments for currency fluctuations.

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Particulars	For the year ended March 31,2024	For the year ended March 31, 2023
25 Other income		
Interest income of fixed deposit	31.20	33.01
Interest income on security deposit	0.87	0.64
Income from operating lease (refer note 46)	12.60	12.49
Realised gain on assets measured at fairvalue through profit/loss	7.20	0.49
Unrealised gain on assets measured at fairvalue through profit/loss	0.20	1.47
Gain on lease termination	22.75	-
Other miscellaneous income	4.69	7.64
Foreign exchange gain	-	0.76
Total	79.51	56.50
26 Operating expenses		
Commission expenses	16.13	30.32
License fee expenses	46.31	87.55
Other direct operating expenses	112.48	59.64
Payment gateway charges	11.15	4.50
Postage and courier charges	9.74	5.74
Total	195.81	187.75
27 Purchases of stock-in-trade		
Purchase of crypto token/hardware's	354.42	285.20
SSL Certificates	-	0.28
Total	354.42	285.48
28 Changes in inventories of stock-in-trade		
Stock in trade		
Opening stock:		
Crypto token/HSM	10.34	17.25
	10.34	17.25
Closing stock:		
Crypto token/HSM	29.36	10.34
	29.36	10.34
Total	(19.01)	6.91
29 Employee benefits expense		
Salaries, allowances and bonus	480.18	395.02
Contribution to provident and other funds (refer note 47)	14.42	14.39
Share based payment (refer note 48)	21.82	28.21
Gratuity (refer note 47)	7.64	4.62
Compensated absence (refer note 47)	2.71	1.83
Employee insurance expenses	14.31	9.48
Staff welfare expenses	33.32	38.09
Total	574.40	491.64
30 Finance costs		
Interest on term loans	-	3.97
Interest on lease liabilities	16.82	20.00
Interest on income tax	0.06	7.70
Interest dues to micro and small enterprises (refer note 42)	4.02	-
Interest on overdraft/cash credit facilities	-	1.59
Other borrowing cost		
Others	1.08	-
Total interest on financial liabilities carried at amortised cost	21.98	33.26
Interest on delayed payment of statutory dues	0.02	0.51
Total	22.00	33.77

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Particulars	For the year ended March 31,2024	For the year ended March 31, 2023
31 Depreciation and amortisation expenses		
Amortisation on other intangible assets	59.65	50.24
Depreciation on Right-of-use assets	35.18	35.53
Depreciation on plant, property and equipment	59.32	37.59
Total	154.15	123.36
32 Other expenses		
Auditors' remuneration [refer note 32.1 below]	3.68	1.59
Business promotion and advertisements	77.53	92.51
Communication expenses	16.14	18.22
Contribution for corporate social responsibility expenses[refer note 43]	5.77	4.97
Power and fuel expenses	19.01	13.81
Fees rates and taxes	8.16	8.65
Information technology expenses	40.12	13.33
Insurance expenses	3.60	3.65
Legal and professional expenses	39.67	38.42
Office maintenance expense	22.01	18.68
Printing and stationary	3.41	1.48
Short term leases	24.73	24.94
Repair and maintenance		
-Plant and machinery	1.04	13.50
-others	7.21	4.51
Provision for doubtful debts	2.03	8.54
Bad debts written off #	16.78	0.70
Travelling and conveyance	38.69	29.68
Loss on sale of property, plant and equipment	3.48	-
Impairment/written off of assets	9.09	-
Foreign exchange loss	0.16	-
Miscellaneous expense	1.54	0.86
Total	343.85	298.04
# Does not include amount charged to provision of Rs. 8.54 (2023: Nil)		
32.1 Payment to statutory auditors		
As Auditor towards:		
Statutory audit	1.20	0.90
Tax audit	0.44	0.15
Other matters	2.04	0.54
	3.68	1.59

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(All amounts are in INR million, unless otherwise stated)

Particulars		As at March 31,2024	As at March 31,2023
33 Earnings per share			
Basic:			
Profit after tax	A	206.22	199.74
Weighted average number of shares outstanding	B	7,90,43,546	7,69,58,096
Basic earnings per share	A/B	2.61	2.60
Diluted			
Profit after tax	A	206.22	199.74
Weighted average number of shares outstanding	B	7,90,43,546	7,69,58,096
Diluted earnings per share	A/B	2.61	2.60

34 Statement of Compliance

The Financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) [as notified under section 133 of the Companies Act, 2013 (the "Act") read with rule 3 of the companies (Indian Accounting Standard) Rules, 2023], and other relevant provision of the Act.

35 Operating Cycle

As per the requirement of schedule III to the companies act 2013, the operating cycle has been determined at company level, as applicable.

36 Impairment of Assets

Company has analysed indications of impairment of assets. On the basis of assessment of internal and external factors, none of the assets has found indications of impairment of its assets.

37 Contractual commitments

Particulars	As at March 31,2024	As at March 31,2023
a) Estimated amount of contracts remaining to be executed on capital account and not provided as on 31st March (Net of advances)	165.40	3.13
b) Other commitments i.e. non cancellable contractual commitments (i.e. cancellation of which will result in a penalty disproportionate to the benefits involved) as on 31st March	-	-
Total	165.40	3.13

38 Contingent Liabilities

Particulars	As at March 31,2024	As at March 31,2023
(a) Claims not acknowledged as debts		
- Income tax Appeal (refer note (a))	32.29	32.29
(b) Outstanding letters of credit	-	-
(c) Others	-	-
	32.29	32.29

(a) The company have filed writ petition (WP 52898/2019) which is pending with Honourable High Court of Karnataka against Commissioner of Income Tax Circle2(1)(2), Bangalore against their Assessment Order for the AY 2012-13 to levy income tax under section 143 r.w.s. 147 of Income Tax Act,1961.

(b) The company have 2 legal cases (March 31,2023: 2 cases) against the company in various courts in the country. In all these cases, we do not foresee any financial implications.

39 Contingent assets

Particulars	As at March 31,2024	As at March 31,2023
Nil	-	-
Total	-	-

40 The Code on Social Security, 2020 ("the Code") relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.



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41 Foreign Exchange Exposure

Pursuant to the announcement of the ICAI requiring the disclosure of "Foreign Exchange Exposure", the major currency wise exposure has on 31st March 2024 is given below. (Previous year figures are shown in brackets).

Currency	Payable		Receivable		Unbilled Revenue	
	Foreign Currency	Indian Rupee Equivalent	Foreign Currency	Indian Rupee Equivalent	Foreign Currency	Indian Rupee Equivalent
USD	0.02	1.67	1.01	84.22	0.07	5.87
USD	-	-	(0.09)	(7.44)	-	-

Foreign Exchange Exposure towards contingent liability is Nil (2023: Nil)

42 The information regarding dues to Micro and Small Enterprises as required under Micro, Small & Medium Enterprises Development (MSMED) Act, 2006 as on 31st March 2024 is furnished below:

Particulars	2023-24	2022-23
a) The principal and the interest due thereon remaining unpaid as at 31st March:		
Principal *	81.46	54.03
Interest *	4.02	-
	85.48	54.03
b) The amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year ending 31st March		
Principal *	-	-
Interest *	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	4.02	-
d) The amount of interest accrued and remaining unpaid at the end of the reporting year ended 31st March	4.02	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

* The information regarding disclosure with respect to Micro, Small and Medium Enterprises Development Act, 2006 are furnished by the management and are relied upon by the auditors.

43 Corporate Social Responsibility (CSR)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
i) Amount required to be spent by the company during the year.	5.74	4.97
ii) Amount of expenditure incurred		
- on Construction activities	-	-
- on other activities	5.77	3.80
iii) Shortfall at the end of the year	-	1.17
iv) Total of previous years shortfall	-	-
v) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting	NA	NA
vi) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	See note below	
vii) Reason for shortfall: Nil		
viii) Nature of CSR activities: Promotion of social health of society in large , promotion of education, employment and art.		

The Company has developed a CSR policy and also formed a CSR Committee in accordance with the requirements set out in section 135 of the Companies Act 2013. The areas of CSR activities are promoting education, promoting art and employment. The Company has spent an amount of INR 5.77 (2023: INR 3.80) towards the above CSR activities.

Movement of CSR Provision

Particulars	As at 31st March 2024	As at 31st March 2023
i) As at 1 April	1.17	-
ii) Additional provision / appropriation recognised during the year	5.77	4.97
iii) Less: Amount used during the year	(6.94)	(3.80)
iv) Less: Amount reversed during the year	-	-
v) As at 31 March	-	1.17



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44 Trade receivables ageing Schedule

Trade receivables ageing as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	357.35	63.01	31.62	16.87	-	468.85
(ii) Undisputed Trade receivables – credit impaired	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
	357.35	63.01	31.62	16.87	-	468.85
Less: Allowance for expected credit loss						(2.03)
Total						466.82

Note: The above amount does not include unbilled revenue of INR. 357.01 and Contract asset of INR 16.43 disclosed under note 8.

Trade receivables ageing as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	269.81	40.14	35.30	-	1.00	346.25
(ii) Undisputed Trade receivables – credit impaired	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – considered doubtful	-	-	-	5.68	2.86	8.54
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	269.81	40.14	35.30	5.68	3.86	354.79

Note: The above amount does not include unbilled revenue of INR. 324.87 and Contract asset of INR 20.71 disclosed under note 8.

45 Trade payables Ageing Schedule

Trade payables ageing as at March 31, 2024

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed dues						
(i) MSME	29.50	28.23	23.73	-	-	81.46
(ii) Others	81.47	23.67	1.12	-	-	106.26
Disputed dues						
(i) Disputed dues - MSME	-	-	-	-	-	-
(ii) Disputed - Others	-	-	-	-	-	-
Total	110.97	51.90	24.85	-	-	187.72

Trade payables ageing as at March 31, 2023

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed dues						
(i) MSME	-	54.03	-	-	-	54.03
(ii) Others	70.41	79.76	0.54	-	-	150.71
Disputed dues						
(i) Disputed dues - MSME	-	-	-	-	-	-
(ii) Disputed - Others	-	-	-	-	-	-
Total	70.41	133.79	0.54	-	-	204.74



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46 Related Party Transactions

Disclosure related to subsidiary, associate and group companies

1 Particulars of subsidiary, associate and group companies :

SI No	Name of the company	Relationship	March 31, 2024	March 31, 2023
			% of shares held	
1	eMudhra (MU) Limited	Wholly owned Subsidiary	100%	100%
2	eMudhra Technologies Limited	Wholly owned Subsidiary	100%	100%
3	eMudhra consumer Services Limited	Wholly owned Subsidiary	100%	100%
4	eMudhra INC	Subsidiary Company	100% *	100%
5	eMudhra PTE Limited	Subsidiary Company	100% *	100%
6	Taarav PTE Limited	Enterprises in which key management personnel exercise significant influence	NA	NA
7	eMudhra DMCC	Subsidiary Company	100% *	100%
8	eMudhra BV	Subsidiary Company	100% *	100%
9	PT eMudhra Technologies Indonesia	Subsidiary Company	59% *	59%
10	eMudhra Kenya Limited	Subsidiary Company	100% ^	NA
11	IKON Tech Services LLC	51% of members interest held by eMudhra INC (subsidiary company)	51%	NA
12	Smart Craft Private Limited	Enterprises in which key management personnel exercise significant influence	NA	NA
13	Cedar Grove Real Estates Private Limited	Enterprises in which key management personnel exercise significant influence	NA	NA
14	Bluesky Infotech [Partnership firm]	Enterprises in which key management personnel exercise significant influence	NA	NA
15	eMudhra employees stock option trust	Enterprises in which key management personnel exercise significant influence	NA	NA
16	Lifeuno Ventures Private Limited	Enterprises in which key management personnel exercise interest	NA	NA

* Including the shares held by wholly owned subsidiary company eMudhra (MU) Limited.

^ Including the shares held by wholly owned subsidiary company eMudhra DMCC.

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2 Particulars of key management personnel

Sl No	Name of the key management personnel		Relationship	Designation
	March 31, 2024	March 31, 2023		
1	V. Srinivasan	V. Srinivasan	Executive Chairman and Director	Executive Chairman and Director
2	Kaushik Srinivasan	Kaushik Srinivasan#	Relative of Key Managerial Personnel	NA
3	Arvind Srinivasan	Arvind Srinivasan	Relative of Key Managerial Personnel	NA
4	Venu Madhava	Venu Madhava	Whole Time Director	Executive Vice President - HR and legal
5	Saji K Louiz^	Saji K Louiz	Key Managerial Personnel	Chief financial officer
6	Johnson Xavier	Johnson Xavier	Key Managerial Personnel	Company secretary and compliance officer
7	Biju Varghese **	Biju Varghese **	Key Managerial Personnel	Executive Vice President and Head of Business Development - India and APAC
8	AM Kiran **	AM Kiran **	Key Managerial Personnel	Senior Vice President - Operations
9	Vijay Kumar ***^	Vijay Kumar **	Key Managerial Personnel	Senior Vice President and Head - Technology
10	Ashwin Jhansale **##	Ashwin Jhansale **##	Key Managerial Personnel	Senior Vice President and Head of Channel Sales
11	Janarthanan **	Janarthanan **	Key Managerial Personnel	Senior Vice President and Head - Customer Success
12	Lakshmi Kaushik **	Lakshmi Kaushik **	Relative of Key Managerial Personnel	NA
13	Aishwarya Aravind **	Aishwarya Aravind **	Relative of Key Managerial Personnel	NA
14	Ritesh Raj Pariyani (w.e.f 05.02.2024)	NA	Key Managerial Personnel	Chief financial officer

** As identified by the Nomination and Remuneration Committee of the Company.

Resigned from eMudhra Limited with effect from January 31,2023 and thereafter joined our subsidiary company,eMudhra DMCC, Dubai, with the same designation with effect from February 01,2023.

Retired from the company with effect from April 15, 2023

^ Retired from the company with effect from November 17,2023.

^^ Resigned from the company with effect from March 31,2024.



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Notes forming part of the standalone financial statements

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3 Transactions with Related Parties:

Sl No	Nature of transaction	Related party	Transactions	
			2023-24	2022-23
1	Sales of products/services			
		Bluesky Infotech [Partnership firm]	22.67	100.52
		eMudhra DMCC	-	0.82
		Lifeuno Ventures Private Limited	2.44	-
2	Software licensing fees received			
		eMudhra consumer Services Limited	2.66	1.33
		eMudhra INC	109.22	3.09
		eMudhra BV	0.05	-
		eMudhra PTE Limited	7.59	0.19
		eMudhra DMCC	94.93	22.87
		PT eMudhra Technologies Indonesia	0.64	3.30
		eMudhra Kenya Limited	0.03	-
3	Purchase of products/services			
		Bluesky Infotech [Partnership firm]	-	11.83
4	Software licensing fees paid			
		eMudhra consumer Services Limited	23.56	65.72
		eMudhra Technologies Limited	22.75	21.82
5	Borrowings/ (Repayment), net			
		eMudhra employees stock option trust	(8.00)	(19.36)
		eMudhra Technologies Limited	-	(4.40)
		eMudhra consumer Services Limited	-	-
6	Investment			
		eMudhra Inc	454.45	295.48
		eMudhra BV	158.01	-
7	Commission paid			
		Bluesky Infotech	0.31	6.48
8	Expenses incurred on behalf and reimbursed			
		eMudhra consumer Services Limited	-	31.72
9	Rental income			
		eMudhra Technologies Limited	0.60	0.49
		eMudhra consumer Services Limited	12.00	12.00
10	Dividend paid			
		eMudhra employees stock option trust	3.49	7.17
11	Defined benefit liability acquired/(transferred)			
		eMudhra consumer Services Limited	(0.02)	-
		eMudhra Technologies Limited	(0.03)	-

Note: Does not include fair value of employee stock options given to the employees of subsidiary companies.



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4 Detailed transactions with Key management personnel

SI No	Nature of transaction	Related party	2023-24	2022-23
1	Loan taken/ (Repaid)			
		V. Srinivasan	-	(41.06)
2	Salary and allowances paid *			
		Venu Madhava	5.77	5.74
		Kaushik Srinivasan	1.45	5.17
		Saji K Louiz	4.32	5.91
		Johnson Xavier	2.90	3.15
		Biju Varghese	5.82	5.79
		AM Kiran	4.07	3.75
		Vijay Kumar	8.22	7.35
		Ashwin Jhansale	1.40	4.95
		Janarthanan	5.47	5.24
		Ritesh Raj Pariyani	2.05	-
3	Dividend paid			
		V. Srinivasan	33.90	37.32
		Taarav PTE Limited	17.30	17.30
		Kaushik Srinivasan	1.16	1.16
		Lakshmi Kaushik	7.12	7.62
		Arvind Srinivasan	3.94	7.19
		Aishwarya Arvind	4.34	1.58
4	Public issue expenses adjusted #			
		V. Srinivasan	-	20.96
		Taarav PTE Limited	-	27.53
		Kaushik Srinivasan	-	3.32
		Lakshmi Kaushik	-	3.28
		Arvind Srinivasan	-	5.38
		Aishwarya Arvind	-	0.87
5	Redemption of Preference shares			
		V. Srinivasan	-	66.53
		Lakshmi Kaushik	-	9.73
		Aishwarya Arvind	-	9.73

Represents share issue expense incurred by the selling share holders and adjusted against advance

* Does not include post employment benefits and other long-term benefits based on actuarial valuation as this is done for the Company as a whole.

* Includes Share based payment charged to Statement of profit and loss.

The sitting fees paid to non executive Directors is INR 4.25 as at 31st March 2024 and INR 7.41 as on 31st March 2023 respectively.

The Board of Directors has approved the payment of commission at 1% on the Net profit to the Non Executive directors. The payment of commission are within the limit specified in section 198 of the Companies Act, 2013



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5 Closing balances with Related Parties:

Sl No	Particulars	Related party	As at	
			March 31, 2024	March 31, 2023
1	Trade payable			
		eMudhra consumer Services Limited	10.37	40.09
		eMudhra Technologies Limited	1.60	-
		eMudhra DMCC	0.42	-
		eMudhra PTE Limited	0.42	-
		eMudhra INC	0.83	-
2	Trade Receivable			
		eMudhra DMCC	60.38	0.81
		eMudhra PTE Limited	-	0.19
		eMudhra INC	22.82	1.83
		PT eMudhra Technologies Indonesia	0.64	3.26
		eMudhra Kenya Limited	0.03	-
		Lifeuno Ventures Private Limited	1.42	-
3	Loans			
		eMudhra employees stock option trust	2.81	10.81
4	Rental Deposit			
		eMudhra consumer Services Limited	10.00	10.00
		eMudhra Technologies Limited	0.50	0.50
5	Unbilled revenue			
		eMudhra consumer Services Limited	0.45	32.52
		eMudhra INC	2.50	-
		eMudhra BV	0.03	-
		eMudhra DMCC	3.34	-

Note: The Company's related Party transactions during the year ended March 31, 2024 and March 31, 2023 and the outstanding balances as at March 31, 2024 and March 31, 2023 are within its subsidiaries with whom the Company generally enters its transactions which are at arms length and in the ordinary course of business.

47 Disclosures under Indian Accounting Standard 19

a) Defined Contribution Plan

The Company makes contribution to Provident fund, which is a defined contribution plan for its qualifying employees. The Company recognised Rs. 16.59 (2023: Rs. 16.56) towards Provident fund and Employee State Insurance contribution in the Statement of Profit and Loss. The contribution payable to this plan by the Company is at rates specified in the rules of this Scheme.

b) Post Retirement Benefit - Defined Benefit Plan

The Company provides gratuity to employees in India as per Payment of Gratuity Act, 1972. The Company has a Gratuity Scheme for its employees, which is a funded plan. Every year, the Company remits fund to the Gratuity Trust to the extent of shortfall of the assets over the fund obligations, which is determined through actuarial valuation. As per the Gratuity Scheme, gratuity is payable to an employee on the cessation of his employment after he has rendered continuous service for not less than five years in the Company. For every completed year of service or part thereof in excess of six months, the Company shall pay gratuity to an employee at the rate of fifteen days salary based on the last drawn basic & dearness allowance.

The following table summarises the components of net benefit expense recognised in the Statement of Profit & Loss and amounts recognised in the Balance Sheet and the movement in the net defined benefit obligation over the years as per Actuarial valuation are as follows :

Particulars	2023-24	2022-23
(i) Present Value of Defined Benefit Obligation		
Balance at the beginning of the year	37.73	27.54
Current service cost	6.32	4.50
Interest cost	2.55	1.39
Disposals	(0.03)	-
Actuarial (gain)/loss	0.68	5.64
Benefits paid	(6.62)	(1.34)
Balance at the end of the year	40.63	37.73
(ii) Fair value of Plan Assets		
Balance at the beginning of the year	16.82	8.35
Expected return on plan assets	1.23	0.48
Contribution	12.52	9.03
Actuarial gain/(loss)	0.02	0.30
Benefits paid	(6.62)	(1.34)
Balance at the end of the year	23.97	16.82
(iii) Assets and liabilities recognised in the Balance Sheet		
Present value of defined benefit obligation	40.63	37.73
Present value of plan assets	23.97	16.82
Amount recognised as assets/(liability)	(16.66)	(20.91)
Recognised under:		
Non Current provision (Refer Note 18)	(16.66)	(20.91)
Current provision (Refer Note 18)	-	-
Total	(16.66)	(20.91)
(iv) Expenses recognised in the Statement of Profit and Loss		
Current service cost	6.32	4.50
Interest cost	2.55	1.39
Expected return plan assets	(1.23)	(0.48)
Total expenses	7.64	5.41
Less: Transferred to Intangible assets under development	-	(0.79)
Net expenses	7.64	4.62
(v) Expenses recognised in the other comprehensive income		
Actuarial (gain)/loss	0.68	5.64
Return on Plan Assets	(0.02)	(0.30)
	0.66	5.34

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(vi) Major Category of Plan Assets as % of total Plan Assets

Particulars	March 31, 2024	March 31, 2023
Insurer managed funds	100%	100%

(vii) Actuarial assumptions

Discount rate	7.19%	7.31%
Salary growth	10.00%	10.00%
Attrition rate	Grade 2 - 25.00%	Grade 2 - 0.00%
	Grade 3 - 19.50%	Grade 3 - 14.00%
	Grade 4 - 20.00%	Grade 4 - 13.00%
	Grade 5 - 28.50%	Grade 5 - 24.00%

viii) Sensitivity Analysis
Defined benefit obligation

Discount Rate	March 31, 2024	March 31, 2023
a. Discount rate - 100 basis points	42.19	40.08
a. Discount rate - 100 basis points impact (%)	3.85%	6.25%
b. Discount rate + 100 basis points	39.18	35.62
b. Discount rate + 100 basis points impact (%)	-3.55%	-5.58%

Salary increase rate

a. Rate - 100 basis points	39.20	36.12
a. Rate - 100 basis points impact (%)	-3.49%	-4.25%
b. Rate + 100 basis points	42.08	39.37
b. Rate + 100 basis points impact (%)	3.59%	4.36%

(ix) Expected contribution to the fund for the year March 31, 2025 is INR 9.79 (March 31, 2024 is INR 5.73)

Notes:

- 1) The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligation.
- 2) Expected rate of return on plan assets is based on our expectation of the average long term rate of return expected on investment of the fund during the estimated term of the obligations.
- 3) The salary escalation rate is the estimate of future salary increase considered taking into account the inflation, seniority, promotion and other relevant factors.
- 4) Sensitivity analysis involves changing one key actuarial assumption at a time keeping the other assumptions constant. Sensitivity analysis has been carried out using the Direct Method by re-running the entire valuation model for the changed assumptions by using magnitude of variation of plus or minus 100 basis points.
- 5) No change in the method and assumptions used for preparing sensitivity analysis as compared to previous year
- 6) Maturity profile of the gratuity defined benefit obligation is given below

Expected Future Cashflows

Particulars	March 31, 2024	March 31, 2023
Year 1	9.79	5.73
Year 2	6.60	4.35
Year 3	6.19	4.00
Year 4	5.66	5.09
Year 5	4.85	3.90
Year 6-10	14.46	16.26
Above 10 years	5.40	10.56

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(c) Long Term Compensated Absences :

The Company has a Long Term Compensated Absence Scheme for its employees, which is a Non-Funded Scheme. The employees of the company are entitled to 18 days in a year and can maximum accumulate and carry forward to the extent of 18 days. The accumulated leaves are encashable on retirement, withdrawal, death and disability.

The following table summarises the components of net benefit expense recognised in the Statement of Profit & Loss and amount recognised in the Balance Sheet for the plan as furnished in the disclosure report provided by the Actuary :

Particulars	2023-24	2022-23
i) Expenses Recognised in the Statement of Profit & Loss :		
Net Expenses Recognised in the Statement of Profit & Loss	2.81	2.02
Less: Transferred to Operating expenses (refer note 26)	(0.10)	-
Less: Transferred to Intangible assets under development	-	(0.18)
	<u>2.71</u>	<u>1.83</u>
ii) Amounts to be recognised in Balance Sheet :		
Liability recognised in Balance Sheet	5.36	4.69
iii) Actuarial Assumptions :		
Discount Rate	7.19%	7.31%
Rate of increase in compensation level	10.00%	10.00%

iv) Based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is expected to be taken or paid within the next 12 months/beyond 12 months.

Particulars	2023-24	2022-23
Current leave obligations expected to be settled within the next 12 months	3.30	2.93
Leave obligations expected to be settled beyond 12 months	2.06	1.76
Total	5.36	4.69



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Notes forming part of the standalone financial statements

(All amounts are in INR million, unless otherwise stated)

48 Share based payments

eMudhra ESOP Scheme 2016

The Company adopted "eMudhra ESOP Scheme 2016" to reward the employees including the employees of subsidiary companies for their performance and to motivate them to contribute to the growth and profitability of the Company. eMudhra ESOP Scheme 2016 is established with effect from the date on which it was approved by the Shareholder of the Company i.e., March 23, 2016 and shall continue to be in force until (i) its termination by the Board; or (ii) the date on which all of the options available for grant under the eMudhra ESOP Scheme 2016 have been granted and exercised. The objective of eMudhra ESOP Scheme 2016 is to reward the employees including the employees of subsidiary companies for their contribution to the successful operation of the Company and to provide an incentive for continued contribution to the success of the Company.

(i) Summary of Employee stock options granted under the plan:

Particulars	2023-24		2022-23	
	Number of ESOPs	Weighted Average exercise price	Number of ESOPs	Weighted Average exercise price
Opening Balance as at 1st April	25,85,125	5.00	54,16,500	5.00
Granted during the year	3,15,000	5.00	1,38,500	5.00
Exercised during the year	(11,27,725)	5.00	(29,21,750)	5.00
Forfeited during the year	(1,65,625)	5.00	(48,125)	5.00
Lapsed during the year	(13,125)	5.00	-	5.00
Closing balance as at 31st March	15,93,650	5.00	25,85,125	5.00
Vested and exercisable as at 31st March	9,19,900	-	16,77,376	-

(ii) ESOPs outstanding at the end of the year have the following expiry date and exercised prices:

Plan	Grant date	Expiry Date	Exercise Price	No of shares outstanding	
				March 31, 2024	March 31, 2023
ESOP	Various dates	4 years	5.00	15,93,650	25,85,125
Total				15,93,650	25,85,125

(iii) Expenses arising from share-based payments transaction

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employees benefit expense were as follows:

Particulars	2023-24	2022-23
Total employee share-based payment expense	21.82	28.21

(iv) The fair value of options granted is estimated on the date of grant using the following assumptions

Particulars	2023-24			2022-23
	Grant dated 02.05.2023	Grant dated 15.11.2023	Grant dated 08.02.2024	
Dividend yield	-	1.25	1.25	Nil
Risk free interest rate (%)	7.07%	7.29%	7.15%	7.29%
Volatility %	34.15%	35.51%	34.64%	40.65%
Strike price	5.00	5.00	5.00	5.00
Fair value of the shares at the time of grant	272.55	464.60	467.20	329.50
Expected life of options	2.75	2.75	2.75	2.75

The expected life of the ESOP is estimated based on the vesting term and contractual term of the ESOP, as well as expected exercise behaviour of the employee who receives the ESOP.

49 Financial Instruments

The carrying value and fair value of financial instruments by categories were as follows:

Particulars	Fair value hierarchy	As at March 31, 2024		As at March 31, 2023	
		FVTPL	Amortised cost	FVTPL	Amortised cost
Assets:					
Non Current					
(i) Investments	3	-	1,159.79	-	524.02
(ii) Other financial assets	3	-	16.21	-	18.67
Current					
(i) Investments	1	40.20	-	209.44	-
(ii) Trade receivables	3	-	466.82	-	346.25
(iii) Cash & cash equivalents	3	-	1,564.91	-	140.07
(iv) Other bank balances [other than (iii) above]	3	-	201.70	-	313.09
(v) Loans	3	-	3.25	-	11.31
(iv) Other financial assets	3	-	28.67	-	16.92
Total		40.20	3,441.35	209.44	1,370.33
Liabilities:					
Non Current					
(i) Lease liabilities	3	-	0.29	-	61.97
Current					
(i) Lease liabilities	3	-	1.41	-	34.75
(ii) Trade Payables	3	-	187.72	-	204.74
(iii) Other financial liabilities	3	-	72.78	-	57.14
Total		-	262.20	-	358.60

Fair value hierarchy

Level 1 - Level 1 hierarchy includes financial instruments measured using Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

50 Ratios for the year ended March 31, 2024

Ratio	Numerator	Denominator	For the year ended March 31, 2024	For the year ended March 31, 2023	Variance %	Reason for major variance
Current Ratio	Current Assets	Current Liabilities	7.90	3.87	104	During the year the company has made Qualified institutional placement and the proceeds from the issue is utilised as per the objects of the issue and the pending utilisation is deposited with the banks resulting in increase as compared to the previous year
Debt equity Ratio	Total Debt	Shareholders Equity	-	-	-	
Debt Service Coverage ratio	Earning for debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of PP&E	Debt Service = Interest and principal repayments including lease payments.	-	1.07	(100)	The company does not have any outstanding debt in the current year.
Return on Equity Ratio	Net Income	Average Shareholder Equity	0.05	0.09	(46)	During the year the company has made Qualified institutional placement and thereby the equity base is increased compared to the previous year which resulted in decrease in the ratio
Inventory Turnover Ratio	COGS	Average Inventory	13.41	11.99	12	No major variance
Trade Receivables turnover ratio	Revenue from operations	Avg Accounts Receivable	4.51	5.03	(10)	No major variance
Trade Payables turnover ratio	Purchases of hardware	Avg Accounts payables	1.81	3.68	(51)	The ratio has improved since the company could make the payment to the creditors as due and increase in business operations during the year.
Net capital turnover ratio*	Revenue from operations	Working Capital	3.04	4.05	(25)	No major variance
Net profit ratio	Net Profit	Revenue from operations	0.11	0.12	(8)	No major variance
Return on Capital employed	EBIT (Earnings before interest and tax)	Capital Employed (Total Assets - Current Liabilities)	0.06	0.09	(38)	During the year the company has made Qualified institutional placement and thereby the equity base is increased compared to the previous year which resulted in decrease in the ratio
Return on investment**	Net income	Cost of investment	0.03	0.06	(56)	During the year, the company has redeemed the investments and fixed deposits for operations which resulted in decrease in the ratio.

* The Working capital considered as denominator does not include cash and cash equivalents and current investments.

** Cost of investment considered as denominator includes fixed deposit made with banks and Net income considered as numerator includes interest earned on fixed deposits



51 Financial risk management

Risk management framework

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's risk management policy is set by the Board. The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk relating to foreign currency exchange rate. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. A summary of the risks have been given below.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and other financial assets carried at amortised cost. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivables and Security deposits. The exposure is limited to its carrying value.

(a) Trade and other receivables

The credit exposure of trade receivables is primarily on account of receivable from customers. The Company has a process in place to monitor outstanding

The Company's exposure to credit risk for trade and other receivables by category is as follows:

Particulars	Carrying amount	
	As at March 31, 2024	As at March 31, 2023
Trade receivables (Gross)	468.86	354.79
Unbilled revenue	357.01	324.87
Contract assets	16.43	20.71
Less: Expected credit loss	(2.03)	(8.54)
	840.27	691.83

Following are the financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Investments	1,199.99	733.47
Trade receivables	466.82	346.25
Cash and cash equivalents	1,564.91	140.07
Other Bank balances	201.70	313.09
Loans	3.25	11.31
Other financial assets	44.88	35.59
	3,481.55	1,579.78

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, that it will always have sufficient liquidity to meet its liabilities when due. The Company's Management is responsible for liquidity and fund management.

The Company aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities over the next six months. The Company also monitors the level of expected cash inflows on trade receivables together with expected cash outflows on trade payables and other financial liabilities.

Following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

As at March 31, 2024

Particulars	within 12 months	1-5 Years	Total carrying amount
Trade payables	187.72	-	187.72
Lease liability	1.41	0.29	1.70
Other financial liabilities (excluding trade payables)	72.78	-	72.78
	261.91	0.29	262.20

As at March 31, 2023

Particulars	within 12 months	1-5 Years	Total carrying amount
Trade payables	204.20	0.54	204.74
Lease liability	34.75	61.97	96.72
Other financial liabilities (excluding trade payables)	57.14	-	57.14
	296.09	62.51	358.60

(iii) Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the

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(iv) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The majority of the Company's assets are located in India and Indian rupee being the functional currency of the Company. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to operating activities.

The Company's foreign currency payables and receivables are as follows:

Exposure to currency risk

The summary quantitative data about the Company's gross exposure to currency risk is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
	USD	USD
Payables	(0.02)	-
Receivables	1.01	0.09
Net Exposure	0.99	(0.09)

Sensitivity analysis:

A reasonably possible strengthening (weakening) of the INR, against USD would have affected the measurement of financial instruments denominated in foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecasts sales and purchases.

Particulars	Impact on Profit	
	As at March 31, 2024	As at March 31, 2023
USD – Increase by 5%	(4.13)	(0.37)
USD – Decrease by 5%	4.13	0.37

(v) Capital Management

The Company's objectives when managing capital are to

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and
- Maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The management monitors the return on capital as well as the level of dividends to shareholders. The company's goal is to continue to be able to provide return

Particulars	As at March 31, 2024	As at March 31, 2023
Net debt	-	-
Total equity	5,290.50	3,197.43
Net debt to equity ratio	-	-

52 Segment Information

The Company publishes Standalone financial statements along with Consolidated financial statements. In accordance with Ind AS 108 Operating segments, the Company has disclosed the segment information in the audited Consolidated financial statements. Accordingly, the segment information is given in the audited Consolidated financial statements of eMudhra Limited and its subsidiaries for the year ended 31st March 2024.

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- 53 The Company has completed its initial public offer (IPO) of 1,61,24,456 shares of face value of Rs. 5 each for cash at an issue price of INR 256 per equity share aggregating to INR 4127.86, consisting fresh issue of 62,89,062 equity shares aggregating to INR 1610.00 and an offer for sale of 98,35,394 equity share aggregating to INR 2517.86 by the selling shareholders. The equity share of the company were listed on BSE Limited and NSE Limited on June 01, 2022. Out of the fresh issue of INR 1610.00, INR 88.05 was adjusted towards various estimated offer expenses and net amount received in the monitoring agency bank account is INR 1521.95.

The utilisation of IPO proceeds is summarised below:

Particulars	Objects of the issue as per prospectus	Utilisation upto 31.03.2024	Unutilised as on 31.03.2024
Repayment or pre-payment, in full or in part, of all or certain borrowings availed by Company;	350.00	350.00	-
Funding working capital requirements of Company;	402.19	402.19	-
Purchase of equipments and funding of other related costs for data centers proposed to be set-up in India and overseas locations;	463.64	463.64	-
Funding of expenditure relating to product development;	150.30	150.30	-
Investment in eMudhra INC for augmenting its business development, sales, marketing and other related costs for future growth.	152.67	152.67	-
General Corporate Purposes	3.15	3.15	-
Total	1,521.95	1,521.95	-

IPO Proceeds which was fully utilised as at 31st March 2024.

- 55 The company has completed its Qualified Institutional Placement (QIP) of 47,39,336 shares of face value of Rs. 5/- each for cash at an issue price of Rs.422/- per equity share aggregating to Rs.2,000/- .Out of the issue of Rs. 2000/-, Rs. 69.99 was adjusted towards various estimated offer expenses and net amount received in the monitoring agency bank account is Rs.1930.01.

The utilisation of QIP proceeds is summarised below:

Particulars	Objects of the issue as per placement document	Utilisation upto 31.03.2024	Unutilised as on 31.03.2024
Funding of expenditure relating to product development by our Company, one of our Subsidiaries			
a) FHE	104.32	-	104.32
b) Mobile PKI	119.56	-	119.56
c) PQC	183.92	32.34	151.58
Investment eMudhra INC for funding their working capital requirements	270.00	144.71	125.29
Funding the Company's inorganic growth initiatives	850.00	-	850.00
General corporate purposes	402.21	9.00	393.21
Total	1,930.01	186.04	1,743.97

QIP Proceeds which were unutilised at 31st March 2024 were temporarily invested in deposit with banks and in current account maintained with Monitoring agency account.

- 56 **Details of benami property held**
No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- 57 **Borrowing secured against current assets**
The company has no outstanding borrowings from banks and financial institutions on the basis of security of current assets.
- 58 **Wilful defaulter**
The company has not been declared as wilful defaulter by any bank or financial institution or government or any government authority.
- 59 **Relationship with struck off companies**
The company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.
- 60 **Compliance with number of layers of companies**
The Company has complied with the number of layers prescribed under the Companies Act, 2013.



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Notes forming part of the standalone financial statements

(All amounts are in INR million, unless otherwise stated)

61 Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

62 Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

63 Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

64 Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

65 Valuation of Property, Plant and Equipment

The Company has not revalued its property, plant and equipment (including right-of-use assets) during the current or previous year.

66 Title deeds of immovable properties not held in name of the company

The title deeds of immovable properties are held in the name of the company except for the disclosure made in Note 3a(v)

67 Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

68 Utilisation of borrowings availed from banks and financial institutions

The company has not availed any borrowings during the year from banks and financial institutions.

69 Dividend not recognised at the end of the reporting period

The directors have recommended a final dividend of INR 1.25 per share. [Represents absolute figure].

The proposed dividend is subject to approval of shareholders in the ensuing Annual General Meeting and if approved would result in cash outflow of approximately of Rs.103.51

See accompanying notes to the financial statements

As per our report of even date attached

For Suri & Co.,
Chartered Accountants
Firm Registration Number: 004283S

For and on behalf of the Board of Directors
of eMudhra Limited

Natarajan V
Partner
Membership No: 223118

V Srinivasan
Executive Chairman and Director
DIN: 00640646

Venu Madhava
Whole time Director
DIN:06748204

Place: Bengaluru
Date: April 29, 2024

Ritesh Raj Pariyani
Chief Financial Officer

Johnson Xavier
Company Secretary and
Compliance officer

Shaping the future of Digital Trust



eMudhura Limited

eMudhura Digital Campus, 12-P1-A & 12-P1-B, Hi-Tech Defence and Aerospace Park (IT sector),
Jala Hobli, B.K. Palya, Bengaluru, Karnataka 562149

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