

To,

Date: 06.09.2024

The Manager BSE Limited P.J. Towers, Dalal Street Mumbai-400001 (BSE Scrip Code: 538743)	The Manager The Calcutta Stock Exchange Limited 7, Lyons Range, Murgighata, Dalhousie, Kolkata, West Bengal - 700001 (CSE Scrip Code: 036008)
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Dear Sir/ Madam,

Sub: Submission of 30th AGM Annual Report for the Financial Year 2023-24 under Regulation 34 of SEBI (LODR) Regulation 2015.

Unit: Mudunuru Limited

In Compliance with Regulation 34 of SEBI (LODR) Regulations 2015, we are herewith submitting the 30th AGM Annual Report for the Financial Year 2023-24 of the Company. The Annual General Meeting of the company is scheduled to be held on Monday, 30th day of September, 2024 at 02.00 P.M at Door No.2-21/1/22, The Glitz, Commercial Building, Panorama Hills, Shriram Properties, Yendada, Vishakhapatnam Andhra Pradesh 530 045.

This is for the information and records of the exchange, please.

Thanking you.

Yours faithfully,

For Mudunuru Limited

**Madhusudan Raju Mudunuru
Managing Director
DIN: (00471678)**

Encl. as above

30th Annual Report 2023-24

MUDUNURU LIMITED



Mudunuru

info@mudunuru.ai
www.mudunuru.ai

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Madhusudan Raju Mudunuru	Managing Director	(DIN: 00471678)
Mr. T. Kiran	Executive Director	(DIN: 00472025)
Mr. Venkata Ramesh Annamreddy	Independent Director	(DIN: 01746183)
Mr. Ponnurangam Kumaraguru	Independent Director	(DIN: 06908028)
Mr. Namburi Krishnam Raju	Independent Director	(DIN:08987338)
Mr. Hemambara Rao Boddeti	Whole-Time Director	(DIN: 01511127)
***Mrs. Ragasita Manjari Thummalapalli	Executive Director	(DIN: 08103474)
**Mr. Chandrashekar Mudraganam	Non- Executive Director	(DIN: 03156768)
*Mr. Raghu Chowdarapu Ratul	Independent Director	(DIN: 05170211)
*Mr. Rahul Raghunandan Chowdarapu	Independent Director	(DIN: 05170234)
*Mr. Devsen Kruthiventi	Director	(DIN: 07584862)
#*Mr. Gopal Ramesh	Whole-Time Director	(DIN: 09726221)
#*Ms. Suganya Ramesh	Whole-Time Director	(DIN: 09726275)

*** Appointed w.e.f. 14.02.2024

*Resigned w.e.f. 06.09.2023

#* Resigned w.e.f. 14.02.2024

**Change in designation from Executive Director to Non- Executive Director w.e.f. 14.02.2024

CFO - Mr. Pyla Raja Sekhar

COMPANY SECRETARY &

COMPLIANCE OFFICER - *Ms. Neha Singhal

*Appointed w.e.f 02.01.2024

REGISTERED OFFICE - Door No.2-21/1/22, The Glitz, Commercial Building, Panorama Hills, Shriram Properties, Yendada, Vishakhapatnam, Vishakhapatnam, Andhra Pradesh -530045,India.

STATUTORY AUDITORS - M/s. V. Ravi & Co. Chartered Accountants, Hyderabad

INTERNAL AUDITOR - M/s. Nanduri & Associates, Chartered Accountants

SECRETARIAL AUDITOR - Ms. Aakanksha, Practicing Company Secretary.

Committees as on 31.03.2024

AUDIT COMMITTEE

1. Mr. Namburi Krishnam Raju - Chairman
2. Mr. Ponnurangam Kumaraguru - Member
3. Mr. Ramesh Annamreddy - Member

NOMINATION & REMUNERATION COMMITTEE

1. Mr. Ramesh Annamreddy - Chairman
2. Mr. Ponnurangam Kumaraguru - Member
3. Mr. Namburi Krishnam Raju - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

1. Mr. Ramesh Annamreddy - Chairman
2. Mr. Ponnurangam Kumaraguru - Member
3. Mr. Namburi Krishnam Raju - Member

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Aarthi Consultants Private Limited
1-2-285, Near Gaganmahal Nursing Home,
Street No 7, Domalguda, Hyderabad-500029.
Ph: 040-27638111/27634445, Fax: 040-27632184

LISTED AT	:	BSE Limited The Calcutta Stock Exchange Limited
DEMAT ISIN NUMBER IN NSDL & CDSL	:	INE491C01027
WEBSITE	:	www.mudunuru.com
INVESTOR E-MAIL ID	:	info@mudunuru.com
CORPORATE IDENTITY NUMBER	:	L72900AP1994PLC03924

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of M/s. Mudunuru Limited will be held on Monday, 30th day of September, 2024 at 02.00 P.M. at Door No.2-21/1/22, The Glitz, Commercial Building, Panorama Hills, Shriram Properties, Yendada, Vishakhapatnam, Vishakhapatnam, Andhra Pradesh - 530045, India, to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March 2024, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. T. Kiran (DIN: 00472025), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the Member be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ , which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’ s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium, provided that the total outstanding amount so borrowed in excess of the aggregate of the paid-up capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company provided that the total amount so borrowed by the Board within the meaning

of Section 180(1)(c) of the Act shall not at any time exceed Rs. 20 crores (Rupees Twenty Crore Only) or the limits so prescribed under Section 180(1)(c) of the Act, whichever is higher.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution.”

4. TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ , which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the Company or subsidiary(ies) of the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the Assets do not at any time exceed the value of limits approved by the members under Section 180(1)(c) of the Act.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act.”

5. TO MAKE INVESTMENTS IN AND/ OR PROVIDE LOANS TO M/S. MUDUNURU EASY LEARNING GURU PRIVATE LIMITED, M/S. MUDUNURU DREAMS ACADEMY PRIVATE LIMITED AND M/S. MUDUNURU ONE FINTECH PRIVATE LIMITED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution, as a Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company and based on recommendations of Audit Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to make investment in and/or provide loan to M/s. Mudunuru Easy Learning Guru Private Limited, M/s. Mudunuru Dreams Academy Private Limited and M/s. Mudunuru One Fintech Private Limited, from time to time in one or more tranches to an extent of Rs.4.00 Crores (Rupees Four Crores Only), notwithstanding that the aggregate of all the investments in, loans, guarantees or security may exceed the aggregate limit i.e., 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for making such investments and/ or provide loans and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments made by the Company.”

6. TO PROVIDE LOANS TO M/S. MUDUNURU EASY LEARNING GURU PRIVATE LIMITED, M/S. MUDUNURU DREAMS ACADEMY PRIVATE LIMITED AND M/S. MUDUNURU ONE FINTECH PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company and pursuant to recommendations and approval of Audit Committee and Board, consent of the Members of the Company be and is hereby accorded to the Board of

Directors of the Company to advance any loans to M/s. Mudunuru Easy Learning Guru Private Limited, M/s. Mudunuru Dreams Academy Private Limited and M/s. Mudunuru One Fintech Private Limited in which Directors of the Company are interested or deemed to be interested; provided that the aggregate of loans to M/s. Mudunuru Easy Learning Guru Private Limited, M/s. Mudunuru Dreams Academy Private Limited and M/s. Mudunuru One Fintech Private Limited shall not at any time exceed the aggregate limit of Rs.1.00 Crores (Rupees One Crores Only) as Detailed in the explanatory statement attached hereto.

“RESOLVED FURTHER THAT the aforementioned loans shall only be utilized by M/s. Mudunuru Easy Learning Guru Private Limited, M/s. Mudunuru Dreams Academy Private Limited and M/s. Mudunuru One Fintech Private Limited for the purpose of its principal business activities and other activities related thereto.”

“RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

**For and on behalf of the Board
Mudunuru Limited**

Sd/-

**Madhusudan Raju Mudunuru
Managing Director
DIN: 00471678**

Place: Vishakhapatnam

Date: 05.09.2024

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 AND TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY

Keeping in view the Company' s existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the Members by a Special Resolution.

To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;

To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company' s paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company' s bankers in the ordinary course of business.

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs. 10 Crores (Rupees Ten Crores) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 20 Crores (Rupees Twety Crores)

It is, therefore, required to obtain fresh approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

The Board recommends the Special Resolutions set out at Item No. 3 & 4 of the Notice for approval by the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out in the Notice.

TO MAKE INVESTMENTS IN AND/ OR PROVIDE LOANS TO M/S. MUDUNURU EASY LEARNING GURU PRIVATE LIMITED, M/S. MUDUNURU DREAMS ACADEMY PRIVATE LIMITED AND M/S. MUDUNURU ONE FINTECH PRIVATE LIMITED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, the Board of Directors in its meeting held on September 05, 2024 has, subject to the approval of shareholders of the Company, has proposed and approved to make investments and/or provide loans to M/s. Mudunuru Easy Learning Guru Private Limited, M/s. Mudunuru Dreams Academy Private Limited and M/s. Mudunuru One Fintech Private Limited upto Rs. 4.00 crores, from time to time in one or more tranches.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company are empowered to give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

The loan(s), guarantee(s), security and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Except Mr. Madhusudan Raju Mudunuru, Managing Director of the Company, Mr. Kiran Thummalapalli, Whole-time Director, none of the other Directors, Key Managerial Personnel of the Company or any of their relatives, is concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

TO PROVIDE LOANS TO M/S. MUDUNURU EASY LEARNING GURU PRIVATE LIMITED, M/S. MUDUNURU DREAMS ACADEMY PRIVATE LIMITED AND M/S. MUDUNURU ONE FINTECH PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on September 05, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval to Provide loans to M/s. Mudunuru Easy Learning Guru Private Limited, M/s. Mudunuru Dreams Academy Private Limited and M/s. Mudunuru One Fintech Private Limited from time to time in one or more tranches upto Rs. 1.00 crore.

Further M/s. Mudunuru Easy Learning Guru Private Limited, M/s. Mudunuru Dreams Academy Private Limited and M/s. Mudunuru One Fintech Private Limited will utilize the afore said funds for its main business activities and other activities related thereto.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 6 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Except Mr. Madhusudan Raju Mudunuru, Managing Director of the Company, Mr. Kiran Thummalapalli, Whole-time Director, none of the other Directors, Key Managerial Personnel of the Company or any of their relatives, is concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

**For and on behalf of the Board
Mudunuru Limited**

Sd/-

**Madhusudan Raju Mudunuru
Managing Director
(DIN: 00471678)**

Place: Vishakhapatnam

Date: 05-09-2024

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.
2. Proxy, in order to be effective must be deposited at the Company's Registered office at Door No.2-21/1/22, The Glitz, Commercial Building, Panorama Hills, Shriram Properties, Yendada, Vishakhapatnam AP 530045 IN, not less than 48 hours before the time for holding the Meeting.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
4. The members are requested to please forward all the correspondence relating to transfers, change of address, requests for dematerialization of shares and all matters pertaining to shares to the Registrars and Transfer Agents M/s Aarthi Consultants Private

Limited, Aarthi Building, Near Gaganmahal Nursing Home, Street No 7, Domalguda Hyderabad-500 029 Telangana.

5. The Register of members and share transfer books of the Company will remain closed from 24.09.2024 to 30.09.2024 (both days inclusive).
6. M/s. Ravi & Co. were appointed as statutory auditors of the company at the 31st Annual General Meeting held on 28.12.2020 who shall hold office upto 31.03.2025. Therefore, their re-appointment is not proposed at the AGM.
7. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members.
8. facility to exercise their right to vote at the 29th Annual General Meeting, "AGM" by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
9. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link www.evotingindia.com during the following voting period.
10. Commencement of e-voting: from 9.00 AM IST on 27.09.2024 to 5.00 PM on 29.09.2024.
11. E-Voting shall not be allowed beyond 5.00 PM on 29.09.2024, during the e-Voting period, shareholders of the Company, holding shares in physical form or in dematerialized form as on 23.09.2024 may cast their vote electronically.
12. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
13. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.
14. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
15. Corporate Members are requested to send to the Company' s Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

16. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual report has been uploaded on the website of the Company at <https://www.mudunuru.com/>. The Notice calling the AGM along with the Annual report can also be accessed from the website of the BSE Limited at www.bseindia.com.
18. The AGM Notice along with annual report is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
19. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The voting period begins on 27.09.2024 at 09.00 A.M. and ends on 29.09.2024 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2024 may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

LOGIN METHOD FOR E-VOTING:

Applicable only for Individual Members holding securities in Dematerialised mode.

Login Method for Individual members holding securities in demat mode is given below:

(i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login

credential, through their demat accounts/ websites of Depositories/ Depository Participants.

Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

(iii) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easy / Easiest facility, can login through their existing 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 Easy / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easy / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the</p>

	<p>system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easy/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 hold 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note:

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 and 22-23058542-43.
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

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <MUDUNURU LIMITED> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution you have decided to vote on, click on "SUBMIT" . A confirmation box will be displayed. If you wish to confirm your vote, click on "OK" , else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) Shareholders can also cast their vote using CDSL’ s mobile app “m-Voting” . The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xiii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non- Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address aakanksha.shuklacs@gmail.com. (Designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

1. Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the Cut-off date, being 23rd September, 2024 to exercise their right to vote by electronic means i.e. remote e-voting, on the business specified in the Notice convening the AGM of the Company as mentioned above.

Your user ID and password for this purpose are furnished below:

EVEN (e-Voting Event Number)	USER ID	Password / PAN

Note: If you forget your password, you can reset your password by using "Forgot user details/Password" option available on www.evotingindia.com

Kindly note that, the remote E-voting portal will open for voting from 9.00 a.m. on 27th September, 2024 and will remain open throughout on all the days up to 5.00 p.m. on 29th September, 2024 (both days inclusive). If you desire to cast your vote by using remote e-voting, you can do so by accessing the link www.evotingindia.com and logging-in by using your user ID and password, as above, during the period when the portal is open for E-voting.

Please note that once you have cast your vote, you will not be allowed to modify it subsequently.

E-Voting is optional and those who have not exercised remote E-Voting option can cast their votes at the voting to be conducted during the AGM at Venue on Saturday, 30th September 2024, as per instructions provided in the Notice of AGM.

In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads sections of If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

8. Those members who have registered their email IDs with the Company / their respective Depository Participants are being forwarded Annual report containing the login ID and password for e-voting along with process, manner and instructions by e- mail. For others the copy of Annual report can be down loaded for the Company' s website: <https://www.mudunuru.com/> and BSE Limited website: bseindia.com.

9. The Company has appointed Ms. Aakanksha, Practicing Company Secretary (ACS No: 49041), as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

10. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e- voting period unlock the votes in the presence of at least two witnesses not in the employment of the Company and make Scrutinizer' s Report of the votes cast in favour or against, if any, forthwith to the Chairman / Whole Time Director of the Company.

BOARD'S REPORT

To the Members,

The Directors have pleasure in presenting before you the 30th Boards' Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2024.

1. FINANCIAL SUMMARY/HIGHLIGHTS:

The performance during the period ended 31st March, 2024 has been as under:

(Rs. In Lakhs)

Particulars	2023-24	2022-23
Total Income	295.48	218.07
Total Expenditure	614.59	350.05
Profit (Loss) Before Tax	(319.11)	(131.97)
Provision for Tax	(3.38)	5.98
Profit (Loss) after Tax	(315.73)	(137.95)
Other Comprehensive Income, Net of tax	--	--
Total Comprehensive Income	(315.73)	(137.95)
Earning per Equity Share		
Basic	(1.01)	(0.48)
Diluted (in Rs.)	(1.01)	(0.48)

2. OVERVIEW & STATE OF THE COMPANY'S AFFAIRS:

The total revenue of the Company for the financial year under review was Rs.295.48 lakhs as against Rs. 218.07 lakhs for the previous financial year. The company has incurred a net loss of Rs. 315.73 Lakhs for the financial year 2023-24 as against the net loss of Rs. 137.95 Lakhs for the previous year.

3. DIVIDEND

Since the company is in the transition phase and requires funds for expansion plans, the Directors have decided not to recommend dividend for the year.

4. TRANSFER TO RESERVES:

Pursuant to provisions of Section 134 (3) (j) of the Companies Act, 2013, the Company has not transferred any amount to general reserves account of the Company during the year under review.

5. MATERIAL CHANGES & COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of the report.

6. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

No significant or material orders have been passed against the Company by the Regulators, Courts or Tribunals, which impacts the going concern status and Company's operations in future.

7. REVISION OF FINANCIAL STATEMENTS:

There was no revision of the financial statements for the year under review.

8. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

The Company has not undergone any change in the nature of business during the FY 2023-24.

9. DEPOSITS FROM PUBLIC:

The Company has not accepted any public deposits during the Financial Year ended March 31, 2024 and as such, no amount of principal or interest on public deposits was outstanding as on the date of the balance sheet.

Since the Company has not accepted any deposits during the Financial Year ended March 31, 2024, there has been no non-compliance with the requirements of the Act.

10. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES:

The company does not have any subsidiary or associate Companies during the Financial Year.

11. COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES:

There have been no companies which have become or ceased to be the subsidiaries, joint ventures or associate companies during the year.

12. INDEPENDENT DIRECTOR'S FAMILIARIZATION PROGRAMMES:

Independent Directors are familiarized about the Company's operations, businesses, financial performance and significant development so as to enable them to take well-informed decisions in timely manner. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company are also made to the directors. Direct meetings with the Chairperson are further

facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarization programme held in FY 2023-24 are also disclosed on the Company' s website: <https://www.mudunuru.com/>.

13. BOARD EVALUATION

Performance of the Board and Board Committees was evaluated on various parameters such as structure, composition, diversity, experience, corporate governance, competencies, performance of specific duties and obligations, quality of decision-making and overall Board effectiveness. Performance of individual Directors was evaluated on parameters such as meeting attendance, participation and contribution, engagement with colleagues on the Board, responsibility towards stakeholders and independent judgement.

All the Directors participated in the evaluation process conducted in February 2024. The Board discussed the performance evaluation reports of the Board, Board Committees, Individual Directors. The Board upon discussion noted the inputs of the Directors.

14. MEETINGS OF THE BOARD

The Board of Directors duly met 7 (Seven) times on 30.05.2023, 14.08.2023, 06.09.2023, 14.11.2023, 02.01.2024, 14.02.2024 and 31.03.2024 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

15. COMMITTEES OF THE BOARD:

The Company has the following Three Board-level Committees:

- Audit Committee
- Stakeholder Relationship Committee
- Nomination& Remuneration Committee

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided in this report below.

16. AUDIT COMMITTEE:

Terms of reference of Audit committee covers all the matters prescribed under Regulation 18 of the Listing Regulations and Section 177 of the Act, 2013.

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Regulations, 2015 read with Schedule II thereof, inter alia, includes:

- i. oversight of the listed entity' s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. 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, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
- v. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. 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 utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a 380[public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
- vii. reviewing and monitoring the auditor' s independence and performance, and effectiveness of audit process;
- viii. approval or any subsequent modification of transactions of the listed entity with related parties;
- ix. scrutiny of inter-corporate loans and investments;
- x. valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xi. evaluation of internal financial controls and risk management systems;

- xii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. 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;
- xiv. discussion with internal auditors of any significant findings and follow up there on;
- xv. 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;
- xvi. 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;
- xvii. to look 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;
- xviii. to review the functioning of the whistle blower mechanism;
- xix. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- xxi. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- xxii. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- xxiii. Carrying out any other function as may be referred to the Committee by the Board.
- xxiv. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

B. THE AUDIT COMMITTEE SHALL MANDATORILY REVIEW THE FOLLOWING INFORMATION:

- i. management discussion and analysis of financial condition and results of operations;
- ii. management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. internal audit reports relating to internal control weaknesses; and
- iv. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- v. statement of deviations:
- vi. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- vii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7)

C. COMPOSITION, MEETINGS & ATTENDANCE:

There were Five (5) Audit Committee Meetings held during the year on 30.05.2023, 14.08.2023, 14.11.2023, 14.02.2024 and 31.03.2024.

Name	Designation	Category	No of Meetings held during the tenure	No of Meetings attended
#Mr. R.C. Rahul	Chairman	ID	2	2
#Mr. R.C. Ratul	Member	ID	2	2
^Mr. Ramesh Annamreddy	Member	ID	5	5
^Mr. Namburi Krishnam Raju	Chairman	ID	5	5
^Mr. Ponnurangam Kumaraguru	Member	ID	5	5

Resigned w.e.f. 06.09.2023

^Appointed w.e.f. 06.09.2023

Previous Annual General Meeting of the Company was held on 30.09.2023 and Mr. Namburi Krishnam Raju, Chairman of the then Audit Committee attended previous AGM.

17. NOMINATION AND REMUNERATION COMMITTEE:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. 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:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.

- iii. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- iv. devising a policy on diversity of board of directors;
- v. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- vi. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

There were Three (3) Nomination and Remuneration Committee Meetings held during the financial year on 06.09.2023, 02.01.2024 and 14.02.2024.

Name	Designation	Category	No of Meetings held during the tenure	No of Meetings attended
*Mr. R.C. Ratul	Chairman	ID	NA	NA
*Mr. R.C. Rahul	Member	ID	NA	NA
^Mr. Ramesh Annamreddy	Chairman	ID	3	3
^Mr. Namburi Krishnam Raju	Member	ID	3	3
^Mr. Ponnurangam Kumaraguru	Member	ID	3	3

*Resigned w.e.f., 06.09.2023

^Appointed as Member w.e.f., 06.09.2023

C. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

The performance evaluation criteria for Independent Directors are already mentioned under the head “Board Evaluation” in Directors’ Report.

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS’ INDEPENDENCE:

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the

independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 “Director” means a director appointed to the Board of a Company.

2.2 “Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.3 “Independent Director” means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company’ s operations.

3.1.2 In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:

- General understanding of the Company’ s business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;

- shall abide by the code of Conduct established by the Company for Directors and senior Management personnel;
- shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as any prescribed, from time to time, under the Companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company' s business.

3.2 Criteria of Independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent Director in relation to a Company, means a director other than a managing Director or a whole-time Director or a nominee Director

- i. who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;
- ii. who is or was not a promoter of the listed entity or its holding, subsidiary or associate company [or member of the promoter group of the listed entity];
- iii. who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
- iv. who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the 68[three] immediately preceding financial years or during the current financial year;
- v. none of whose relatives—
 - a. is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of

- the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;
- b. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;
 - c. has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or
 - d. has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income: Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.]
- vi. who, neither himself ["/herself], nor whose relative(s) —
- a. holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company [or any company belonging to the promoter group of the listed entity,] in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed:
[Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.]
 - b. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - (i) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or
 - (ii) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - c. holds together with his relatives two per cent or more of the total voting power of the listed entity; or
 - d. is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;
 - e. is a material supplier, service provider or customer or a lessor or lessee of the listed entity;
- vii. who is not less than 21 years of age.

viii. who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director:

3.2.3 The independent Director shall abide by the "code for independent Directors "as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their Directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The NR Committee shall take into account the nature of, and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.

3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds Directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder' s relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

0.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 "Director" means a Director appointed to the Board of the Company.

2.2 "key managerial personnel" means

- (i) The Chief Executive Officer or the managing Director or the manager;
- (ii) The Company Secretary;
- (iii) The Whole-time Director;
- (iv) The Chief Financial Officer; and
- (v) Such other office as may be prescribed under the companies Act, 2013

2.3 "Nomination and Remuneration committee" means the committee constituted by Board in accordance with the provisions of Section 178 of the companies Act, 2013, clause 49 of the Equity Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Remuneration to Executive Director and key managerial personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR)

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.

3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:

- (i) Basic pay
- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits

(vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

1.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

C. MECHANISM FOR EVALUATION OF THE BOARD

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/ HO/ CFD/ CMD/ CIR/ P/ 2017/ 004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

The Directors were given five Forms for evaluation of the following:

- (i) Evaluation of Board;
- (ii) Evaluation of each Committee of the Board;
- (iii) Evaluation of Independent Directors;
- (iv) Evaluation of Chairperson; and
- (v) Evaluation of Managing Director and Whole-time Director

The Directors were requested to give following ratings for each criteria:

1. Could do more to meet expectations;
2. Meets expectations; and
3. Exceeds expectations.

The Directors have sent the duly filled forms to the Board. Based on the evaluation done by the Directors, the report on Evaluation was submitted to the Board. And based on the report, the Board of Directors has informed that the performance of Directors is satisfactory.

OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS:

5.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The NR Committee shall take into account the nature of and the time involved in a director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

5.2 Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

5.3 Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

5.4 Director shall not be a member in more than 10 committees or act as chairman of more than 5 committees across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

18. STAKEHOLDER'S RELATIONSHIP COMMITTEE:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The Committee's role includes:

- i. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;

- ii. Review of measures taken for effective exercise of voting rights by shareholders;
- iii. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- iv. Review of the various 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;
- v. Such other matter as may be specified by the Board from time to time.
- vi. Authority to review / investigate into any matter covered by Section 178 of the Companies Act, 2013 and matters specified in Part D of Schedule II of the Listing Regulations.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

There was One (1) Stakeholders’ relationship Committee Meeting held during the year and it was held on 14.02.2024.

Name	Designation	Category	No of Meetings held	No of Meetings attended
Mr. Ramesh Annamreddy	Chairman	ID	1	1
*Mr. R.C. Ratul	Member	ID	NA	NA
*Mr. R.C. Rahul	Member	ID	NA	NA
^Mr. Namburi Krishnam Raju	Member	ID	1	1
^Mr. Ponnurangam Kumaraguru	Member	ID	1	1

*Resigned w.e.f. 06.09.2023

^Appointed w.e.f. 06.09.2023

C. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2023-24:

Opening balance	Received during the year	Resolved during the year	Closing balance
00	00	00	00

D. NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Ms. Neha Singhal is the Company Secretary of the Company w.e.f. 02.01.2024 and as on the date of the Annual Report.

However, Mr. Pankaj Tulsayani, the previous Company Secretary and Compliance Officer of the company resigned from the Company w.e.f. 16.09.2023

19. AUTHORIZED AND PAID-UP CAPITAL OF THE COMPANY

The Authorized Share Capital of your Company as on March 31, 2024 stood at Rs. 9,00,00,000/- (Rupees Nine Crores only) divided into 4,50,00,000 (Four Crore Fifty Lakhs) equity shares of the face value of Rs. 2/- (Rupees Two Only) each.

The Paid-up Share Capital of your Company as on March 31, 2024 stood at Rs. 6,24,00,000/- (Rupees Six Crores Twenty Four Lakhs only) divided into 3,12,00,000 (Three Crore Twelve Lakhs only) equity shares of the face value of Rs. 2/- (Rupees Two Only).

20. FURTHER ISSUE OF SHARE CAPITAL

During the year under review i.e., FY 2023-24, the Board of Directors of the company in its meeting held on the February 14, 2024 and pursuant to approval of members obtained in the Extra Ordinary General Meeting held on the March 16, 2024, allotted 25,09,500 (Twenty Five Lakhs Nine thousand and Five Hundred) equity shares of the Company of face value of Rs. 2/- (Rupees Two) each ("Equity Shares") and premium of Rs. 10/- (Rupees Ten Only) aggregating to Rs. 3,01,14,000/- pursuant to In-principal Approval granted by BSE on 28.03.2024 and the Company also allotted 96,00,000 (Ninety Six Lakhs) convertible warrants at warrant subscription price of Rs. 12/- each aggregating to Rs.11,52,00,000/- pursuant to In-principal Approval granted by BSE on 28.03.2024.

Therefore, the Paid-up Share Capital of your Company as on the date of the report is Rs. 6,24,00,000/- (Rupees Six Crores Twenty Four Lakhs only) divided into 3,12,00,000 (Three Crore Twelve Lakhs only) equity shares of the face value of Rs. 2/- (Rupees Two Only).

21. APPOINTMENT / RE-APPOINTMENT / RESIGNATION OF DIRECTORS / KEY MANAGERIAL PERSONNEL OF THE COMPANY.

As on date of this report, the Company has eight Directors, out of which three are Independent and four are executive including one women director and one non-executive Directors.

a) Appointment/Re-appointment/Resignation of Directors/KMP of the Company

- Resignation of Mr. Raghu Chowdarapu Ratul as Independent Director of the Company w.e.f., 06th September, 2023.

- Resignation of Mr. Rahul Raghunandan Chowdarapu as Independent Director of the Company w.e.f., 06th September, 2023.
- Resignation of Mr. Devsen Kruthiventi as Non- Executive Director of the Company w.e.f., 06th September, 2023.
- Appointment of Mr. Ponnurangam Kumaraguru as Independent Director of the Company w.e.f., 06th September, 2023.
- Appointment of Mr. Namburi Krishnam Raju as Independent Director of the Company w.e.f., 06th September, 2023.
- Appointment of Mr. Hemambara Rao Boddeti as Executive Director of the Company w.e.f., 06th September, 2023.
- Change in designation of Mr. Mudraganam Chandrashekar from Executive Director to Non-Executive Director of the Company w.e.f. 14.02.2024.
- Appointment of Mrs. Ragasita Manjari Thummalapalli as Executive Director of the Company w.e.f. 14.02.2024
- Resignation of Mr. Gopal Ramesh as Director and Executive Director of the Company w.e.f. 14.02.2024.
- Resignation of Mrs. Suganya Ramesh as Director and Executive Director of the Company w.e.f. 14.02.2024.
- Resignation of Mrs. Suganya Ramesh as Director and Executive Director of the Company w.e.f. 14.02.2024.
- Resignation of Mr. Pankaj Tulsayani as Company Secretary and Compliance Officer of the Company w.e.f. 16.09.2023.
- Appointment of Mrs. Neha Singhal as Company Secretary and Compliance Officer of the Company w.e.f. 02.01.2024

b) Key Managerial Personnel:

Key Managerial Personnel for the financial year 2023-24

- Mr. Madhusudan Raju Mudunuru, Managing Director of the Company.
- Mr. Kiran Thummalapalli, Executive Director of the Company.
- Mrs. Ragasita Manjari Thummalapalli, Executive Director of the Company.
- Mr. Hemambara Rao Boddeti, Executive Director of the Company.
- Mr. Raja Sekhar Pyla, Company Secretary and Compliance Officer of the Company.
- Ms. Neha Singhal, Company Secretary and Compliance Officer of the Company.

c) Information u/r 36(3) of SEBI (LODR), Regulations, 2015:

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointments are given as **Annexure A** to the notice of the AGM forming part of this Annual Report.

22. STATUTORY AUDITORS AND STATUTORY AUDITORS REPORT:

At the 26th Annual General Meeting held on 28.12.2020, the members of the company approved the appointment of M/s. V. Ravi & Co, Chartered Accountants as Statutory Auditors of the company for the term of five years from the financial year 2019-20 onwards on such terms and conditions and remuneration as may be decided by the Board. M/s. V. Ravi & Co. will continue as statutory auditors of the company till the conclusion of the 31st Annual General Meeting to hold for the financial year 2024-25.

The Auditors' Report for fiscal 2024 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report. The Company has received audit report with unmodified opinion for both Standalone and Consolidated audited financial results of the Company for the Financial Year ended March 31, 2024 from the statutory auditors of the Company.

23. SECRETARIAL AUDIT REPORT:

In terms of section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, based upon the recommendations of the Audit Committee, the Board of Directors had appointed Ms. Aakanksha, Practicing Company Secretary as the Secretarial Auditor of the Company, for conducting the Secretarial Audit for financial year ended March 31, 2024.

The Secretarial Audit was carried out by Ms. Aakanksha, Practicing Company Secretary for the financial year ended March 31, 2024. The Report given by the Secretarial Auditor is annexed herewith as **Annexure- 1** and forms integral part of this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark except those mentioned below:

- i.) The website of the company is functional but not updated as per regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

The Board ensures that adequate measures will be taken to update the website to reflect the timely announcements. Further, as far as the constitution of the Nomination and Remuneration Committee is considered, the Board is in the process of identifying suitable incumbents to occupy the Board positions and the committee will be constituted accordingly.

24. INTERNAL AUDITORS:

Pursuant to provisions of Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014 and Section 179 read with Rule 8(4) of the Companies (Meetings of Board and its Powers) Rules, 2014; during the year under review, the Internal Audit of the functions and activities of the Company was undertaken by M/s. Nanduri & Associates the Internal Auditor of the Company.

Deviations are reviewed periodically and due compliance was ensured. Summary of Significant Audit Observations along with recommendations and its implementations are reviewed by the Audit Committee and concerns, if any, are reported to the Board. There were no adverse remarks or qualification on accounts of the Company from the Internal Auditor.

The internal audit is conducted at the Company and covers all key areas. All audit observations and follow up actions are discussed with the Management as also the Statutory Auditors and the Audit Committee reviews the same regularly.

The Board has re-appointed M/s. Nanduri & Associates., Chartered Accountants, Hyderabad, as Internal Auditors for the Financial Year 2023-24.

25. ANNUAL SECRETARIAL COMPLIANCE REPORT:

Since the Corporate Governance is not applicable, Annual Secretarial Report is applicable to the Company.

26. COST RECORDS AND COST AUDIT:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

27. NO FRAUDS REPORTED BY STATUTORY AUDITORS:

During the Financial Year 2023-24, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3) (ca) of the Companies Act, 2013.

28. DECLARATION BY THE COMPANY:

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164 (2) of the Act read with Rule 14 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per Sec.134 (3) (m) of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy: Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption: All the Factors mentioned in Rule 8 (3)(b) Technology absorption are not applicable to the Company.

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: NIL

30. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

During the year under review, since the paid-up capital of the Company is less than Rs. 10 Crores and Net worth of the Company is less than Rs. 25.00 Crores Corporate Governance is not applicable to the Company.

31. ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an annual return is uploaded on website of the Company www.mudunuru.com.

32. DECLARATION OF INDEPENDENCE:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with both the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Reg.16(1)(b) read with Reg. 25 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

In compliance with Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, all the PIDs of the Company have registered themselves with the India Institute of Corporate Affairs (IICA), Manesar and have included their names in the databank of Independent Directors within the statutory timeline.

The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

In terms of Reg. 25(8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board of Directors and Committee(s).

33. DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) 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; and

- e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were 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.

34. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has formulated a Vigil Mechanism / Whistle Blower Policy pursuant to Reg. 22 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Section 177(10) of the Companies Act 2013, enabling stakeholders to report any concern of unethical behaviour, suspected fraud or violation.

The said policy inter-alia provides safeguard against victimization of the Whistle Blower. Stakeholders including directors and employees have access to the Vice Chairman and Managing Director and Chairperson of the Audit Committee.

During the year under review, no stakeholder was denied access to the Chairperson of the Audit Committee.

The policy is available on the website of the Company at www.mudunuru.com.

35. SECRETARIAL STANDARDS:

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 such systems are adequate and operating effectively. During the year under review, the Company was in compliance with the Secretarial Standards (SS) i.e., SS-1 and SS- 2, relating to "Meetings of the Board of Directors" and "General Meetings" , respectively.

36. INSURANCE:

The properties and assets of your Company are adequately insured.

37. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given loans, Guarantees or made any investments during the year under review.

38. COMPOSITION OF CSR COMMITTEE AND CONTENTS OF CSR POLICY:

Since the Company does not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

39. INTERNAL FINANCIAL CONTROL SYSTEMS:

Your Company has well laid out policies on financial reporting, asset management, adherence to Management policies and also on promoting compliance of ethical and well-defined standards. The Company follows an exhaustive budgetary control and standard costing system. Moreover, the management team regularly meets to monitor goals and results and scrutinizes reasons for deviations in order to take necessary corrective steps. The Audit Committee which meets at regular intervals also reviews the internal control systems with the Management and the internal auditors.

The Company laid down internal financial controls and that such internal financial controls are adequate and were operating effectively.

40. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of business. The Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure-V** to this report.

41. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

In adherence to the provisions of Section 134(3)(e) and 178(1) & (3) of the Companies Act, 2013, the Board of Directors upon recommendation of the Nomination and Remuneration Committee approved a policy on Director's appointment and remuneration, including, criteria for determining qualifications, positive attributes, independence of a Director and other matters. The said Policy extract is covered in Corporate Governance Report which forms part of this Report and is also uploaded on the Company's website at <https://www.mudunuru.com/>.

42. TRANSFER OF UN-CLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION:

Pursuant to the provisions of Section 124 of the Companies Act 2013, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government

During the Year, no amount of dividend was unpaid or unclaimed for a period of seven years and therefore no amount is required to be transferred to Investor Education and Provident Fund under the Section 125(1) and Section 125(2) of the Act.

43. SHARES TRANSFERRED TO INVESTOR EDUCATION AND PROTECTION FUND:

No shares were transferred to the Investor Education and Protection Fund during the year under review.

44. DETAILS OF NODAL OFFICER:

The Company has designated Ms. Neha Singhal as a Nodal Officer for the purpose of IEPF.

45. DETAILS OF UTILIZATION OF FUNDS:

During the year under review, the Company has not raised any funds through Private Placement, Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32(7A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

46. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

A table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure II (a)** to this Report.

A statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee is annexed to this Annual report as **Annexure II (b)**.

During the year, NONE of the employees (excluding Executive Directors) is drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

47. RATIO OF REMUNERATION TO EACH DIRECTOR:

Under section 197(12) of the Companies Act, 2013, and Rule 5(1) (2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014, the ratio of remuneration to median employees is as mentioned in **Annexure- II(a)**.

48. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company.

49. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

50. FAILURE TO IMPLEMENT CORPORATE ACTIONS:

During the year under review, no corporate actions were done by the Company which were failed to be implemented.

51. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, there were no applications made or proceedings pending in the name of the Company under Insolvency and Bankruptcy Code, 2016.

52. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one time settlement of loans taken from banks and financial institutions.

53. POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are posted on our website. www.mudunuru.com.

54. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

55. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Company has formulated a Code of Conduct for Prevention of Insider Trading ("Insider Trading Code") and a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information ("UPSI").

The Code of Practices and Procedures for fair disclosure of UPSI is posted on the website of the Company at www.mudunuru.com.

56. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

The Company has always believed in providing a safe and harassment free workplace for every woman working in its premises through various policies and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has adopted a policy on Prevention of Sexual Harassment at Workplace which aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behaviour. An Internal Complaints Committee ("ICC") has been set up by the senior management (with women employees constituting the majority). The ICC is responsible for redressal of complaints against sexual harassment and follows the guidelines provided in the Policy.

During the financial year ended March 31, 2024, no complaints pertaining to sexual harassment have been received.

57. EVENT BASED DISCLOSURES

During the year under review, the Company has not taken up any of the following activities:

- a. Issue of sweat equity share: NA
- b. Issue of shares with differential rights: NA
- c. Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA
- d. Buy back shares: NA
- e. Employee Stock Options: NA
- f. Disclosure about revision: NA
- g. Issue of equity shares with differential rights as to dividend, voting: NA

58. APPRECIATION & ACKNOWLEDGEMENT:

Your directors place on record their appreciation for the overwhelming co-operation and assistance received from the investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your directors also thank the employees at all levels, who through their dedication, co-operation, support and smart work have enabled the Company to sustain its operations and is determined to poise a rapid and remarkable growth in the years to come.

Your directors also wish to place on record their appreciation of all stakeholders including business constituents, banks and other “financial institutions and shareholders of the Company SEBI, BSE, NSDL, CDSL, Company’ s Bankers, etc. for their continued support for the growth of the Company.

**For and on behalf of the Board
Mudunuru Limited**

Sd/-

Sd/-

Place: Vishakhapatnam

Kiran Thummalapalli

Madhusudan Raju Mudunuru

Date: 05.09.2024

Executive Director

Managing Director

DIN: 00472025

DIN: 00471678

FORM MR-3
SECRETARIAL AUDIT REPORT
{Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014}
FOR THE FINANCIAL YEAR ENDED 31st March, 2024

To
**The Members of
Mudunuru Limited
Hyderabad.**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mudunuru Limited** (hereinafter called "the Company"). Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our 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 31stMarch, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board process 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 Mudunuru Limited ("The Company") for the financial year ended on 31st March, 2024 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings;
2. Compliance status in respect of the provisions of the following Regulations and Guideline prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) is furnished hereunder for the financial year 2023-24: -
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018; **The Company has framed code of conduct for regulating & reporting trading by insiders and for fair disclosure and displayed the same on the Company' s website i.e., www.mudunuru.com**
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iv. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as the Company has not issued any Employee Stock Options during the year under review.**
 - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 / The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not Applicable as the Company has not issued any debt securities during the year under review.; **Not Applicable as the Company has not issued any debt securities during the year under review.**
 - vi. 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; **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review.**
 - vii. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable as the company has not delisted/ proposed to delist its equity shares during the year under review.**

- viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
Not Applicable as the Company has not bought back/ proposed to buy-back any of its securities during the year under review.
- ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. I have also examined compliance with the applicable clauses of the following:
- Secretarial Standards issued by The Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.
 - Securities and Exchange Board of India Act, 1992 & Circulars, Master Circulars and Regulations issued by SEBI and applicable to the Company.
 - Listing Agreements entered into by the Company with BSE Limited
4. I have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial auditor and other designated professionals.
5. I have relied on the representation made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other applicable Acts, Laws and Regulations which are listed below and it was noted that the Company has complied with the said Laws to the extent applicable.
- The Payment and Settlement Systems Act, 2007
 - The Information Technology Act, 2000
 - The Consumer Protection Act, 2019
 - The Trademarks Act, 1999
 - Copyright Act, 1957 and the rules thereunder
 - Contract Labour (Regulation and Abolition) Act, 1970;
 - Shops and Establishment Act, 1948
 - Employees' Compensation Act, 1923;
 - Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
 - Employees' State Insurance Act, 1948;
 - Minimum Wages Act, 1948;
 - Payment of Bonus Act, 1965;
 - Payment of Gratuity Act, 1972;
 - Payment of Wages Act, 1936;
 - Maternity Benefit Act, 1961;

- p) Industrial Disputes Act, 1947;
- q) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- r) The Child Labor (Prohibition and Regulation) Act, 1986;
- s) The Equal Remuneration Act, 1976;
- t) The Code on Wages, 2019;
- u) The Occupational Safety, Health and Working Conditions Code, 2020**;
- v) The Industrial Relations Code, 2020;
- w) The Code on Social Security, 2020;
- x) Indian Stamp Act, 1899;

6. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above including the following:

During the year the Company has conducted 7 meetings of the Board of Directors, 5 meetings of the Audit committee, 1 Meeting of Stakeholder Relationship Committee, 3 meetings of Nomination and Remuneration Committee and 1 meeting of Independent Directors Committee.

7. As per the information and explanations provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I report that

i. The provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of:

- External Commercial Borrowings were not attracted to the Company under the financial year under report;
- Foreign Direct Investment (FDI) was complied by the company under the financial year under report;
- Overseas Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary abroad was not attracted to the company under the financial year under report.

8. As per the information and explanations provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.

I further report that:

- i. Mr. Raja Sekhar Pyla is the Chief Financial Officer and Ms. Neha Singhal is the Company Secretary and Compliance Officer of the Company.
- ii. The Company has internal auditors namely M/s. Nanduri & Associates, Chartered Accountants, Visakhapatnam.
- iii. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.
- iv. As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- v. 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.
- vi. I further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company' s affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.
- vii. The website of the company is functional but not updated as per regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- viii. The website of the company is functional but not updated as per regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Hyderabad
Date: 05.09.2024
3363/2023

Aakanksha
Practicing Company Secretary
M. No. 49041; C.P. No: 20064
UDIN: A049041F001141099
Peer Review Certificate No.:

To
The Members of
M/s. Mudunuru Limited

My report 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 our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness 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 processes and practices, we followed provide a reasonable basis for our opinion.
3. I have relied on the reports given by the concerned professionals in verifying the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of 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 future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Hyderabad
Date: 05.09.2024
3363/2023

Aakanksha
Practicing Company Secretary
M. No. 49041; C.P. No: 20064
UDIN: A049041F001141099
Peer Review Certificate No.:

ANNEXURE – II (a)
STATEMENT SHOWING THE NAMES OF TOP TEN EMPLOYEES PURSUANT TO SEC. 197 READ WITH RULE 5 (1) (2) and (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1 The ratio of remuneration to each director to the median remuneration of the employees of the company for the financial year.

Director	Total Remuneration	Ratio to median remuneration
M Madhusudan Raju	Rs 39,00,000	4.69:1
T Kiran	Rs 36,00,000	4.33:1
T Raga Sita Manjari	Rs 24,00,000	2.89:1

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year

Name	Designation	Remuneration		Increase/(Decrease) %
		FY 2023-24	FY 2022-23	
Neha Singhal (Company Secretary)	Company Secretary	2,76,000	3,36,000	21.74%

3. The percentage increase in the median remuneration of employees in the financial year

Particulars	Remuneration		Increase/(Decrease)%
	FY 2023-24	FY 2022-23	
Median Remuneration of all the employees per annum*	8,31,250	7,80,000	6.57%
<i>*Employees who have served for whole of the respective financial years have been considered.</i>			

4.

Particulars	Number
The number of employees on the rolls of the company as on March 31, 2024	26

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and details if there are any exceptional circumstances for increase in the managerial remuneration

Particulars	Increase/(Decrease) %
Average percentage increase in the remuneration of all Employees*	0%
(Other than Key Managerial Personnel)	
Average Percentage increase in the Remuneration of Key Managerial Personnel	0%
<i>*Employees who have served for whole of the respective financial years have been considered.</i>	

6. Affirmation that the remuneration is as per the remuneration policy of the company.

The Company is in compliance with its remuneration policy.

ANNEXURE – II (b)

Information as per Rule 5(3) of Chapter XIII of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Top 10 employees of the Company based on Remuneration drawn for FY 2023-24:

S. No.	Name of the employees	Designation	Remuneration per Annum	Nature Employment	Age	% Of Shares held	Relative of any Director
1.	M Madhusudan Raju	Director	3900000	Regular	49	51.50%	No
2.	T Kiran	Director	3600000	Regular	46	3.98%	No
3.	TRS Manjari	Director	2400000	Regular	44	-	No
4.	B Hemambara Rao	Manager – Operations	1843200	Regular	44	0.32%	No
5.	B Jhansi	Manager – Operations	1800000	Regular	41	0.32%	No
6.	M Aparna Devi	Manager – Operations	1200000	Regular	43	-	No
7.	MVS Ramesh Varma	Manager – Operations	1200000	Regular	49	-	No
8.	S Kishore Babu	Delivery Manager	1200000	Regular	46	-	No
9.	ANS Srinivas	Manager - IT	972000	Regular	38	-	No
10.	D Venkatapathi Raju	Delivery Manager	780000	Regular	50	-	No

DECLARATION ON CODE OF CONDUCT AS REQUIRED BY SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Madhusudan Raju Mudunuru, Managing Director of Mudunuru Limited (“**the Company**”) hereby state and affirm Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management of the company during Financial Year 2023-2024.

**For and on behalf of the Board
Mudunuru Limited**

Sd/-

Madhusudan Raju

Place : Vishakhapatnam

Mudunuru

Date : 05.09.2024

Managing Director

DIN: 00471678

ANNEXURE -IV

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

Overview

Mudunuru Limited is a forward-thinking technology company with a strategic focus on expanding its global footprint. Mudunuru is Headquartered in Visakhapatnam, Andhra Pradesh, India with a branch office in Hyderabad, Telangana, India and soon expanding globally.

On 4th July 2022, Madhusudhan Raju acquired a majority stake in Mudunuru Limited through an open offer, with the strategic vision of transforming the company into a leading provider of cutting-edge technologies, products, and solutions. His leadership aims to drive innovation, expand the company' s global footprint, and position Mudunuru as a key player in the technology industry.

Since the acquisition by Madhusudhan Raju, Mudunuru Limited has been set on a clear path for growth with a strong, visionary leadership driving the company's evolution. Over the past two years, the company has successfully expanded into various high-potential sectors such as finance, education, law enforcement, and government services, while strengthening its technological focus on biometrics, AI, IoT, and cloud solutions. This expansion has been complemented by strategic partnerships and investments, allowing Mudunuru to diversify its offerings and deliver innovative, large-scale projects across industries. With a solid foundation in place, the company is well-positioned for sustained growth and market leadership in the years to come.

Global Expansion

We are planning to establish a presence in the following countries

- **USA**
- **UK**
- **Dubai**
- **Singapore**
- **Ghana**
- **Germany**

And further solidifying its position as a global leader in innovative technology solutions.

Expansion through Investments and Acquisitions

To bolster its growth, Mudunuru Limited is actively pursuing investments and acquisitions in subsidiaries and startups across various high-potential sectors, including EdTech, FinTech, Biometric technologies, and Artificial Intelligence (AI). These strategic investments will not only diversify the company's portfolio but also enhance its capabilities in delivering cutting-edge solutions to a wider audience.

Mudunuru Business Growth Model

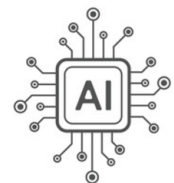
Mudunuru Limited operates on a strategic business model that involves taking on large-scale projects and innovative solutions under its brand while outsourcing or subcontracting portions of these projects to its subsidiaries, startup ecosystem, and trusted partners. By retaining a margin(5%-10% decided on case to case basis), Mudunuru not only ensures profitability but also leverages the specialized capabilities of its extended network to deliver complex projects efficiently. This collaborative approach enables Mudunuru to scale rapidly, capitalize on diverse expertise, and drive significant expansion in both existing and new markets. This model fosters a synergistic ecosystem where Mudunuru and its partners grow together, achieving greater market penetration and delivering value to clients globally.



Technology Focus Areas

AI and ML

With a strong focus on Artificial Intelligence (AI) and Machine Learning (ML), Mudunuru is developing intelligent systems that can learn, adapt, and deliver actionable insights, thereby transforming the way businesses operate.



Biometrics

Leveraging advanced biometric technologies, Mudunuru is at the forefront of providing secure and efficient identity verification solutions, catering to various sectors such as banking, law enforcement, and government services.



IoT Solutions



The company is driving innovation in the Internet of Things (IoT) space, offering smart, connected solutions that enhance operational efficiency and enable real-time decision-making across industries.

Enterprise Solutions

Mudunuru delivers robust enterprise solutions designed to streamline business processes, improve productivity, and drive digital transformation for organizations of all sizes.

Cloud Computing



The company's expertise in cloud computing enables businesses to adopt scalable, flexible, and cost-effective cloud solutions, ensuring seamless integration and data security.

Data Analytics



By harnessing the power of data analytics, Mudunuru helps organizations unlock valuable insights from their data, driving informed decision-making and competitive advantage.

Mobile and Web Apps

Mudunuru excels in creating intuitive mobile and web applications that enhance user experience and meet the diverse needs of modern consumers and businesses.

Blockchain

Embracing the potential of blockchain technology, Mudunuru is developing secure, transparent, and decentralized solutions that revolutionize traditional business processes

Sectoral Focus

Finance and Banking



Mudunuru provides tailored technology solutions that enhance the security, efficiency, and customer experience in the finance and banking sector.

Government and Public Sector



The company partners with government entities to deliver innovative public sector solutions that improve governance, service delivery, and citizen engagement.

Education



Mudunuru is transforming the education sector with advanced EdTech solutions that facilitate digital learning, personalized education, and improved access to quality education.

Law Enforcement



By integrating cutting-edge technologies, Mudunuru supports law enforcement agencies in improving public safety, crime prevention, and operational efficiency.

Transportation



The company offers intelligent transportation solutions that optimize logistics, improve safety, and enhance the overall efficiency of transport systems.

Telecommunications



Mudunuru provides comprehensive solutions that empower telecommunications companies to deliver reliable, high-speed connectivity and innovative services to their customers.

Human Resource:

Company has adequately trained and well experienced personnel. Our employees are highly motivated and work in line of the organizational goal.

Details of any change in Return or Net Worth as compared to the immediately previous financial year:

The net worth of the company for FY 2023-24 is 210.22 Lakh and the net worth of for FY 2022-23 is (63.18) Lakh.

Cautionary Statement:

The statements made in this report describe the Company' s objectives and projections that may be forward looking statements within the meaning of applicable laws and regulations. The actual results might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors, which are beyond the control of the Company.

Details of significant changes in ratio as compared to the immediately previous financial year:

Description	2023-24	2022-23	Variation	Remarks
Operating Profit Margin	-1.03	-0.53	-95.96%	Due to increased losses, the ratio has come down
Net Profit Margin	-1.09	-0.63	-72.10%	Due to increased losses, the ratio has come down
Inventory Turnover ratio	5.86	5.43	-8.09%	Not Applicable
Interest Coverage Ratio	-15.08	-6.70	-125.00%	With higher losses and increased interest, the ratio has come down
Current Ratio	0.95	0.50	88.07%	Reduction in current liabilities is more significant than the reduction in current assets and hence the ratio has improved
Debt Equity ratio	1.69	-12.32	113.70%	Sharp decrease in debt and also increase in equity (share warrants money received is considered as party of equity) has resulted in significant improvement in the ratio
Debt Service Coverage Ratio	5.19	1.55	-235.31%	Increased losses and increased debt service component have brought down the ratio
Return on Equity Ratio	-1.50	2.18	168.78%	Positive networth has resulted in the improvement in the ratio (Last year both profits and equity/networth were negative and hence the ratio was positive. This year equity/networth is positive and hence the ratio is negative).

				However, as explained above, the ratio has improved.
Trade Receivables turnover ratio	10.35	6.55	58.15%	Increased sales and reduced average receivables have improved the ratio
Trade payables turnover ratio	0.71	1.96	-63.54%	Reduced purchases and increased average payables have brought down the ratio
Net capital turnover ratio	-27.30	-0.65	4071.15%	Significant improvement in working capital has resulted in the huge improvement in the ratio
Return on Capital employed	-0.72	-1.63	-55.43%	Increased losses and increased capital employed have brought down the ratio
Return on investment	-1.50	2.18	-168.78%	Increased losses along with increased equity have brought down the ratio

Independent Auditors' Report

To The Members of **MUDUNURU LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **MUDUNURU LIMITED**, which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2015**, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor' s Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company 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 standalone financial statements under the provisions of the Act and the Rules made 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 audit opinion on the standalone 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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Standalone 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 Report, Corporate Governance and Shareholder' s Information, but does not include the standalone financial statements and our auditor' s report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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.

Management' s Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company' s financial reporting process.

Auditor' s Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone 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 controls.

- 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 has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 Company's ability 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 standalone 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor' s Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure- A" a statement on the matters specified in paragraphs 3 and 4 of the order.

2. 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.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure- B" .

g) 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, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations on its financial position in its standalone financial Statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

iv. A) The management has represented that, to the best of its 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 to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether,

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 provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

B) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entity with the understanding, whether recorded in writing or otherwise, that the company shall, whether 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.

- v. The company has neither declared nor paid any dividend during the year as per Section 123 of the Act.
- vi. Based on our examination, which included test checks, the Company has used accounting software' s for maintaining its books of account for the financial year ended March 31, 2024, 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' s. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- vii. 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.

For **V RAVI & CO.,**
Chartered Accountants
Firm Reg No. 0064925

D Ramesh Kumar
Partner.
Membership No. 217139
UDIN: 24217139BKBMGH1976

Place: Hyderabad
Date: 30-05-2024

Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Mudunuru Limited of even date)

i. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

ii. The Management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical Verification.

iii. According the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships, or other parties, covered in the register maintained under section 189 of the Companies Act, 2013, Accordingly, the provisions of clause 3(iii) (a),(b) and (c) of the order are not applicable to the company and hence not commented upon.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable. There were no loans granted during the year under Section 185 of the Act.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2024 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employee's State Insurance, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities Except TDS.
- (b)

SL.NO	Particulars	Amount Rs.
1.	TDS Payable	10,19,971

- (c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2024 on account of dispute are given below:

SL.NO	Particulars	Amount Rs.
1.	INCOME TAX	NIL

viii. In our Opinion and according to the information and explanations provided by the Management, the company has not defaulted in repayment of loans or borrowings to a financial Institution, bank or Government or dues to debenture holders.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid / provided any managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and based on our examination the company does not have an internal audit system and commensurate with the size and nature of the business.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Companies (Auditor's Report) Order, 2020 is not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

xvii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

xviii. There has been no instance of any resignation of the statutory auditors occurred during the year.

xix. According to the information and explanations given to us and based on our examination of the records of the Company, the company is able to pay off the existing liabilities for next one year and material uncertainty doesn't exist as on date of audit report.

xx. CSR is not applicable to this company.

xxi. There are no adverse remarks in the audit reports issued by the respective auditors in case of companies included in the consolidated financial statements.

For **V RAVI & CO.,**
Chartered Accountants
Firm Reg No. 006492S

D Ramesh Kumar
Partner.
Membership No. 217139
UDIN: 24217139BKBMGH1976

Place: Hyderabad

Date: 30-05-2024

Annexure “B” to the Independent Auditor’ s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of MUDUNURU LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of MUDUNURU LIMITED (“the Company”) as of March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’ s Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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. 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 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 Companies Act, 2013.

Auditor’ s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 over financial reporting was 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 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 system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

Mudunuru Limited

D. No. 9-29-19, Level 3, Waltair Heights, Balaji Nagar, Visakhapatnam – 530003.

Phone: +91 9907 247 247 | info@mudunuru.ai | www.mudunuru.ai | CIN: L72900AP1994PLC039248

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting 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 **V RAVI & CO.**,
Chartered Accountants
Firm Reg No. 006492S

D Ramesh Kumar
Partner.
Membership No. 217139
UDIN: 24217139BKBMGH1976

Place: Hyderabad

Date: 30-05-2024

Corporate Information:

MUDUNURU LIMITED ("the Company") is a listed entity incorporated in India in the year 1994. The Registered office of the company is located at D.No. 9-29-19, Waltair Heights Level 3 Balaji Nagar Visakhapatnam Andhra Pradesh-530002, India. The Company is engaged in the business of Software Services. The Shares of the company is listed in Bombay Stock Exchange.

1. Disclosure of Significant Accounting Policies:

1.1 Basis for Preparation of Financial Statements:

a) **Compliance with Indian Accounting Standards (Ind As)**

The Standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind As) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013.

The standalone financial statements have been prepared on the historical cost basis except for certain instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31 March, 2024, the Statement of Profit and Loss for the year ended 31 March 2024, the Statement of Cash Flows for the year ended 31 March 2024, and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements' or 'financial statements').

These financial statements are approved by the Board of Directors on -30/05/2024.

b) **Basis of Preparation of financial statements**

The separate financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under historical cost convention on accrual basis except the assets and liabilities which have been measured at Fair Values.

- Financial instruments – measured at fair value;
- Assets held for sale – measured at fair value less cost of sale;
- Plan assets under defined benefit plans – measured at fair value
- Employee share-based payments – measured at fair value
- Biological assets – measured at fair value
- In addition, the carrying values of recognized assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

Current and Non-Current Classification:

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- Expected to be realised, or is intended to be sold or consumed, the Company' s normal operating cycle.
- held primarily for the purpose of trading;
- It is expected to be realised within twelve months after the reporting date; or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company' s normal operating cycle;
- It is held primarily for the purpose of being traded
- It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.
- Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification

All other liabilities are classified as non-current.

c) **Use of estimates and judgment**

The preparation of the financial statements in conformity with Ind AS, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

The areas involving critical estimates or judgments are:

S.no	Name of the estimate	Note No	Remarks
1	Fair value of unlisted equity securities	Not applicable	No unlisted equity shares are held by the company during the current financial year
2	Goodwill impairment	Not applicable	No amount provided during the current Financial year
4	Useful life of intangible asset	Not Applicable	Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortised over their respective useful life on straight line basis, from the date they are available for use.
5	Defined benefit obligation	Note No.1.17	Long term provision for gratuity
7	Measurement of contingent liabilities and contingent purchase consideration in a business combination	Note No.1.21	Contingent transactions are recognized based on happening contingent event. No contingent liabilities for the report
8	Current tax expense and current tax payable	Note No1.28	As per the Ind AS.12
9	Deferred tax assets for carried forward tax losses	Note No1.28	As per the Ind AS.12
10	Impairment of financial assets	Note No.1.5	As per Ind AS 16

d. Standards issued but not effective (based on Exposure drafts available as on date)

The amendments are proposed to be effective for reporting periods beginning on or after 1 April 2021.

i). Issue of Ind AS 117 – Insurance Contracts:

Ind AS 117 supersedes Ind AS 104 Insurance contracts. It establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. Under the Ind AS 117 model, insurance contract liabilities will be calculated as the present value of future insurance cash flows with a provision for risk.

Application of this standard is not expected to have any significant impact on the Company' s financial statements.

Amendments to existing Standards

Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

1. Ind AS 103 – Business Combination - nil
2. Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting

Policies, Changes in Accounting Estimates and Errors

3. Ind AS 40 – Investment Property - nil

The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.

e. Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):

In assessing the recoverability of assets including trade receivables, unbilled receivables and investments, the Company has considered internal and external information up to the date of approval of these standalone financial statements including credit reports and economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The eventual outcome of impact of the global health pandemic COVID-19 may be different from those estimated as on the date of approval of these standalone financial statements.

1.2. Ind AS 105: Non-Current Assets held for Sale or Discontinued Operations:

This standard specifies accounting for assets held for sale, and the presentation and disclosure for discontinued operations:

- (a) Assets that meet the criteria to be classified as held for sale to be measured at the lower of carrying amount and fair value less cost to sell, and depreciation on such assets to cease; and
- (b) Assets that meet the criteria to be classified as held for sale to be presented separately in the balance sheet and the results of discontinued operations to be presented separately in the statement of profit and loss.

S.no	Particulars of Disclosures	As at 31 st March 2024 (Rs.)	As at 31 st March 2023 (Rs.)
1	A Description of Non-Current Asset (Disposal group)	-	-
2	a description of the facts and circumstances of the sale, or leading to the expected disposal, and the expected manner and timing of that disposal	-	-
3	the gain or loss recognized in accordance with paragraphs 20– 22 and, if not separately presented in the statement of profit and loss, the caption in the statement of profit and loss that includes that gain or loss	-	-

1.3 **Ind AS 106: Exploration for Evolution of Mineral resources:**

This standard specifies the financial reporting for the exploration for evaluation of mineral resources. In particular, this standard requires:

- a. Limited improvements to existing accounting practices for exploration and evaluation of expenditures
- b. Entities that recognize exploration and evaluation of assets to assess such assets for impairment in accordance with this standard and measure any impairment.

Disclosures that identify and explain the amounts in the entity's financial statements arising from the exploration for the evaluation of mineral resources and help users of those financial statements understand the amount, timing and certainty of future cash flows from any exploration and evaluation of assets recognized.

This Ind AS 106 not applicable, the company is in the business of Software Services. Hence this Ind AS does not have any financial impact on the financial statements of the company.

1.4 **Ind AS-16: Property, Plant and Equipment:**

Property, Plant and Equipment are stated at cost less accumulated depreciation.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Property, plant and equipment which are significant to the total cost of that item of Property Plant and Equipment and having different useful life are accounted for as separately.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and carrying amount of the asset is recognized in the statement of profit or loss when the asset is derecognized.

Depreciation on Property Plant and Equipment is provided on Straight line method. Depreciation is provided based on useful life as prescribed under part C of the schedule II of the Companies act, 2013.

S.no	Asset	Use full life in Years
1	Plant and Machinery	3-60
2	Electrical Installations	2-40
3	Lab Equipment	3-60
4	Computers	3-10

5	Office Equipment	2-20
6	Furniture & Fixtures	3-15
7	Vehicles	5-20

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Impairment

Property Plant and Equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

1.5 Impairment Assets (Ind AS 36)

The Company's non-financial assets, other than deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 CGU (or the asset).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

The books of accounts of the company doesn't carry any impairment of assets during the reporting period, hence this accounting standard does not have financial impact on the financial statements of the company

1.6 Intangible assets (Ind AS 38):

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their estimated useful life on straight line basis.

Subsequent costs are included in assets carrying amount or recognized or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

The residual Values, useful lives and methods of depreciation of Property Plant and Equipment are reviewed at each Financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of Intangible asset are measured as the difference between the net disposal proceeds and carrying amount of the asset is recognized in the statement of profit or loss when the asset is derecognised.

The books of accounts of the company doesn't carry any Intangible assets during the reporting period, hence this accounting standard does not have financial impact on the financial statements of the company.

1.7 Cash Flow Statement (Ind AS 7):

Cash flows are reported using the indirect method under Ind AS 7, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

a). Non-cash items: Nil

b). Changes in Liability Arising from Financing Activity:

(Rs In Lakhs)

Particulars	01-Apr-23	Cash Flow		31-Mar-24
		Receipts	Payments	
Current Borrowings	108.18	1.63	-	109.82
Non-current Borrowings	133.83	69.02	-	202.85
Total	242.02	70.65	-	312.67

1.8 Operating Cycle:

The Company has adopted its normal operating cycle as twelve months based on the nature of products and the time between the acquisition of assets for processing and their realization, for the purpose of current / non-current classification of assets and liabilities.

1.9 Capital Work In Progress

Capital Work in Progress (CWIP) includes Civil Works in Progress, Plant & Equipment under erection and Preoperative Expenditure pending allocation on the assets to be acquired/commissioned, capitalized. It also includes payments made towards technical know-how fee and for other General Administrative Expenses incurred for bringing the asset into existence.

1.10 Investments:

Investments are classified as Non-Current and Current investments.

Investments, which are readily realisable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

Current investments are carried at lower of cost and fair value. Non-Current Investments are carried at cost less provision for other than temporary diminution, if any, in value of such investments.

1.11 Effects of changes in Foreign Rates (Ind AS 21):

Foreign currency transactions are recorded at the exchange rates prevailing on the dates when the relevant transactions took place. Exchange difference arising on settled foreign currency transactions during the year and translation of assets and liabilities at the yearend are recognized in the statement of profit and loss.

In respect of Forward contracts entered into to hedge risks associated with foreign currency fluctuation on its assets and liabilities, the premium or discount at the inception of the contract is amortized as income or expense over the period of contract. Any profit or loss arising on the cancellation or renewal of forward contracts is recognized as income or expense in the period in which such cancellation or renewal is made.

The company has not entered any foreign exchange transactions during the reporting period, hence this accounting standard does not have financial impact on the financial statements.

1.12 Borrowing Costs (Ind AS 23):

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for the intended use or sale.

Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is recognised in statement of profit and loss.

Discounts or premiums and expenses on the issue of debt securities are amortised over the term of related securities are included within borrowing costs. Premiums payable on early redemptions of debt securities, in lieu of future costs, are recognised as borrowing costs.

All other borrowing costs are recognised as expenses in the period in which it is incurred.

1.13 Revenue Recognition (Ind AS 18) :

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

- a) Sales Revenue is recognized on dispatch to customers as per the terms of the order. Gross sales are net of returns and applicable trade discounts and excluding GST billed to the customers.
- b) Subsidy from Government is recognized when such subsidy has been earned by the company and it is reasonably certain that the ultimate collection will be made.
- c) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.
- d) All other incomes are recognized based on the communications held with the parties and based on the certainty of the incomes.

1.14 Accounting for Government Grants and Disclosure of Government Assistance (Ind AS 20):

Government grants:

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received.

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the years in which the Company recognises as expenses the related costs for which the grants are intended to compensate or when performance obligations are met.

Government grants, whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets and nonmonetary grants are recognised and disclosed as 'deferred income' under non-current liability in the Balance Sheet and transferred to the Statement of Profit and Loss on a systematic and rational basis over the useful lives of the related assets.

The benefit of a government loan at a below-market rate of interest and effect of this favourable interest is treated as a government grant. The loan or assistance is initially recognised at fair value and the government grant is measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and recognised to the income statement immediately on fulfillment of the performance obligations. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

1.15 Inventories (Ind AS 2):

Inventories are assets:

- a. Held for sale in the ordinary course of business;
- b. In the process of production for such sale;
- c. In the form of materials or supplies to be consumed in the production process or in the rendering of services

Net Realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Inventories at the year-end are valued as under:

Raw Materials, Packing Material, Components, Consumables and Stores & Spares At Cost as per First in First out Method (FIFO).

Work In Progress and Finished goods At lower of net realizable value and Cost of Materials plus Cost of Conversion and other costs incurred in bringing them to the present location and condition.

- Cost of Material excludes duties and taxes which are subsequently recoverable.
- Stocks at Depots are inclusive of duty, wherever applicable, paid at the time of dispatch from Factories.
- Based on the information provided the difference between physical verification and valuation of the of inventories are charged to the profit and loss account.

1.16 Trade Receivables – Doubtful debts:

A Trade receivable represents the company's right to an amount of consideration that is unconditional.

Provision is made in the Accounts for Debts/Advances which is in the opinion of Management are Considered doubtful of Recovery.

1.17 Retirement and other Employee Benefits:

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders related service.

Gratuity liability is a defined benefit obligation and the cost of providing the benefits under this plan is determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out for this plan using the projected unit credit method. Actuarial gains and losses for defined benefits plan is recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short term employee benefit. The Company measures the expected cost of such absences as

the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

1.18 Ind AS 17- Leases

A Lease is classified as a Finance Lease if it transfers substantially all the risks and rewards incidental to ownership. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

Finance charges in respect of finance lease obligations are recognized as finance costs in the statement of profit and loss. In respect of operating leases for premises, which are cancellable / renewable by mutual consent on agreed terms, the aggregate lease rents payable are charged as rent in the Statement of Profit and Loss.

1.19 Insurance Claims:

Insurance Claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

1.20 Earnings per Share (Ind AS 33):

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.21 Provisions, Contingent Liabilities and Contingent Assets (Ind AS 37):

Provisions are recognised in the balance sheet when the company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet. Where the time value of money is material, provisions are made on a discounted basis.

Disclosure for Contingent liabilities is made when there is a possible obligation or present obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from the past events where it is either not probable that an outflow of resources embodying in economic benefits will be required to settle or a reliable estimate of amount cannot be made.

Disclosure for Contingent assets are made when there is possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. However Contingent assets are neither recognized nor disclosed in the financial statements.

1.22 Prior Period and Extraordinary and Exceptional Items:

- (i) All Identifiable items of Income and Expenditure pertaining to prior period are accounted through “ Prior Period Items’ ‘ .
- (ii) Extraordinary items are income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the enterprise and, therefore, are not expected to recur frequently or regularly. The nature and the amount of each extraordinary item be separately disclosed in the statement of profit and loss in a manner that its impact on current profit or loss can be perceived.
- (iii) Exceptional items are generally non-recurring items of income and expenses within profit or loss from ordinary activities, which are of such, nature or incidence.

1.23 Financial Instruments (Ind AS 107 Financial Instruments: (Disclosures)

I. Financial assets:

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. 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 adjusted to the fair value on initial recognition.

B. Subsequent Measurement

a) Financial assets measured at amortized cost (AC)

A financial asset is 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 payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI 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 payments of principal and interest on the principal amount outstanding.

c) Financial assets measured at fair value through profit or loss (FVTPL)

A Financial asset which is not classified in any of above categories are measured at FVTPL e.g. investments in mutual funds. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 –Financial Instruments.

II. Financial Liabilities

A. Initial recognition

All financial liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instrument

1.24 Contingent Liabilities not provided for and commitments:

(Rs in Lakhs)

Nature of Contingent Liability	March 31, 2024	March 31, 2023
i. Unexpired guarantees issued on behalf of the company by Banks for which the Company has provided counter guarantee	NIL	NIL
ii. Bills discounted with banks which have not matured	Nil	Nil
iii. Corporate Guarantees issued by Company on behalf of others to Commercial Banks & Financial Institutions	Nil	Nil
iv. Collateral Securities offered to Banks for the limit Sanctioned to others	Nil	Nil
v. Legal Undertakings given to Customs Authorities for clearing the imports	Nil	Nil
vi. Claims against the company not acknowledged as debts		
a. Excise	NIL	NIL
b. Sales Tax	NIL	NIL
c. Service Tax	Nil	Nil
d. Income Tax	NIL	NIL

e.	Civil Proceedings	NIL	NIL
f.	Company Law Matters	Unascertainable	Unascertainable
g.	Criminal Proceedings	Unascertainable	Unascertainable
h.	Others	Nil	Nil
vii.	Estimated amounts of contracts remaining to be executed on Capital Account and not provided for	Nil	Nil

1.25 Operating Segments (Ind AS 108)

Operating segment is a component of an entity:

- a. That engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity).
- b. Whose operating results are regularly reviewed by the entity's chief operating decision maker to make decision about resources to be allocated to the segments and assess its performance, and
- c. For which discrete financial information is available.

The Company is engaged in business of Software Services. As there no separate reportable segments, Segment Reporting as per Ind AS -108, "Operating Segments" is not applicable.

1.26 Events After the Reporting Period (Ind AS 10)

Events after the reporting period are those events, favorable and unfavourable, that occur between the end of the reporting and the date when the financial statements are approved by the Board of Directors in case of a company, and, by the corresponding approving authority in case of any other entity for issue. Two types of events can be identified:

- a. Those that provide evidence of conditions that existed at the end of reporting period (adjusting events after the reporting period);
- b. Those that are indicative of conditions that arose after the reporting period (non-adjusting events after the reporting period).

An entity shall adjust the amounts recognized in its financial statements to reflect adjusting events after the reporting period.

As per the information provided and Books of Accounts no such events are identified during the reporting period. Hence Ind AS 10 Events After the Reporting Period is not applicable.

1.27 Construction Contracts (Ind AS 11)

Construction contract is a contract specifically negotiated for the construction of an asset or a combination of assets that are closely interrelated or interdependent in terms of their design, technology, and function or their ultimate purpose or use.

The company is business of Software Services, hence Ind AS 11 “Construction Contract” is not applicable.

1.28 Income Taxes (Ind AS 12)

The Tax Expense for the period comprises of current and deferred tax.

- Current Tax:**
 Current Tax Assets and Liabilities are measured at the amount expected to be recovered from or paid to the Income tax authorities, based on tax rates and laws that are enacted at the Balance Sheet date.
- Deferred Tax:**
 Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred Tax

Particulars	2023-24	2022-23
Opening Balance	24.51	18.53
Adj/Credit during the year	(3.38)	5.98
Closing balance	21.13	24.51

New and Amended Standards

1.29 Amendment to Ind AS 116: COVID -19 Related Rent Concessions:

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19

related rent concession from a lessor is lease modification. A lessee that makes this election accounts for any change in lease payments resulting from COVID-19 related rent concession the same way it would account for the changes under Ind AS 116, if changes were not lease modifications. This Amendment had no impact on the standalone financial statements of the Company.

1.30 Amendment to Ind AS 1 and Ind AS 8: Definition of material:

The Amendments provide a new definition of material that states “information is material if omitting, misstating or obscuring it is reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about specific reporting entity” . The amendments clarify that materiality will depend on the nature of magnitude of information, either individually or in combination with other information, in the context of the financial year statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on standalone financial statements of the company.

1.31 Amendment to Ind AS 107 and Ind AS 109: Interest Rate Benchmark Reform:

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurements provide number of reliefs, which apply to all hedging relationships that are directly affected interest rate benchmark reform. A hedging relationship is affected if the reform gives raise to uncertainty about the timing and/or amount of bench mark -based cash flow of hedging items or hedging instrument. These amendments have no impact on the standalone financial statements of the company as it does not have any interest rate hedge relation.

The amendment to Ind AS 107 prescribe the disclosure which entities are required to make for hedging relationship to which the reliefs as per the amendments in Ind AS 109 are apply. This amendment had no impact on the standalone financial statement of the company

NOTES TO ACCOUNTS

Related Party Disclosures (Ind AS 24):

28. Related Party disclosures required as per Accounting Standard (Ind AS-24) on "Related Party disclosures" issued by the Institute of Chartered Accountants of India, are as below :

a) **Names of related parties and the Description of Relationship:**

Sl. No	Name	Relationship
(i)	Subsidiaries	NIL
(ii)	Key Management Personnel	
	Pyla Raja Sekhar	CFO
	Madhusudan Raju Mudunuru	Whole-time Director
	Kiran Thummalapalli	Director
	TRS Manjari	Director

29. Consolidated and Separate Financial Statement (Ind AS 27):

The company has no subsidiary companies for the current reporting period. Hence consolidated and separate financial statement are not applicable.

30. Investments in Associates (Ind AS 28):

The company has not made any investments in any of its associates during the reporting period. This accounting standard has no financial impact on the financial statements for the current reporting period.

31. Interest in Joint Ventures (Ind AS 31)

The company has no interest in any Joint ventures. This accounting standard has no financial impact on the financial statements for the current reporting period

32. Earnings Per Share (Ind AS 33):

a) Basic Earnings Per Share for (continued operations) there are no discontinued operations hence, EPS is presented for continued operations only.

(Rs In Lakhs)

Particulars	March 31, 2024	March 31, 2023
Profit After Tax (Rs.)- (A)	(315.73)	(137.95)
Weighted Average		
No. of Shares (Basic)- (B)	312	286.90

EPS (Basic) = (A)/(B)	(1.01)	(0.48)
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b). Diluted earning per share (continued operations) there are no discontinued operations hence, EPS is presented for continued operations only.

(Rs In Lakhs)

Particulars	March 31, 2024	March 31, 2023
Profit After Tax (Rs.)- (A)	(315.73)	(137.95)
Weighted Average No. of Shares (Diluted) -(B)	312	286.90
EPS (Diluted) = (A)/(B)	(1.01)	(0.48)

33. Derivative instruments and un-hedged foreign currency exposure

- There are no outstanding derivative contracts as at March 31, 2024 and March 31, 2023.
- Particulars of Un-hedged foreign currency exposure is : Nil

34. Loan Funds:

Secured Loans

(Rs In Lakhs)

Particulars	2023-24	2022-23
Bank of Baroda The Loan of Rs.12,00,000 /- was sanctioned vide agreement number 27470600007595. The loan is repayable in 84 equal installments starting from 25/11/2019 with the interest of 18.53% The monthly installment amount is Rs.19,064/-.	6.47	7.02
ICICI Bank The Loan of Rs.6,00,000/- was sanctioned vide agreement number LAVPM00034712698 for purchase of car(Breza). The loan is repayable in 60 equal installments starting from 11 th Aug 2016 with the interest of 9.75%, The monthly installment amount is Rs12,676/-	Nil	Nil
ICICI Bank The Loan of Rs.6,67,000/- was sanctioned vide agreement number LAVPM00034396621 for purchase of car(Baleno). The loan is repayable in	0.15	0.15

60 equal installments starting from 12 th April 2016 with the interest of 9.65%, The monthly installment amount is Rs.14,060/-.	0.11	0.11
ICICI Bank The Loan of Rs.15,18,000/- was sanctioned vide agreement number LAVPM00041478995 for purchase of car. The loan is repayable in 28 equal installments starting from 03 rd Feb 2020 with the interest of 13.50%, The monthly installment amount is Rs.69,946/-.	2.76	4.49
ICICI Bank The Loan of Rs.8,27,000/- was sanctioned vide agreement number LAVPM00041968572 for purchase of car(Amaze). The loan is repayable in 60 equal installments starting from 10/10/2020 with the interest of 9.61%, The monthly installment amount is Rs.17,478/-.	3.85	18.82
SBI The Loan of Rs.42,00,000/- was sanctioned against Covid Loan. The loan is repayable in 36 equal installments starting from 13-7-2020 with the interest of 8.95%. The monthly installment amount is Rs.1,17,252/-.		
ICICI BANK Loan of RS. 7,13,000/-was sanctioned for purchase of car (Baleno)	5.33	6.21
ICICI BANK Loan of RS. 6,20,000/- was sanctioned for purchase of car (Swift Dzire)	4.64	5.40

Working capital Loans:

The Company has availed CC from State Bank of India against Hypothecation of Stocks & Receivables.

35. Confirmation of Balances:

Confirmation letters have been issued by the company to Trade Receivables, Trade Payables, Advances to suppliers and others advances requesting that the confirming party responds to the company only if the confirming party disagrees with the balances provided in the request and however the company has not received any letters on disagreements.

36. Net Current Assets:
(Rs In Lakhs)

S.no	Particulars	As at 31 st March 2024	As at 31 st March 2023
A	Current Assets:		
1	Inventories	18.50	80.25
2	Trade Receivables	5.75	50.19
3	Cash and Cash equivalent	36.47	0.19
4	Current Tax Asset (Net)	-	-
5	Other Current Asset	140.44	208.71
	Total Current Assets	201.17	339.34
B	Current Liabilities:		
1	Borrowings	109.82	108.18
2	Trade Payables	47.42	75.22
3	Other Current Liabilities	54.75	489.13
	Total Current liabilities	211.99	672.54
C	Current Assets-Current Liabilities	(10.82)	(333.20)

37. Revenue from Operations:
(Rs In Lakhs)

S.no	Particulars	As at 31 st March 2024	As at 31 st March 2023
1	Sale of goods:		
	Sale of Manufactured Products	289.56	217.74
	Stock In trade	-	-
	Total	289.56	217.74
2	Revenue from Sale of Service	-	-

3	Other Operating Revenues	-	-
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38. Revenue Reconciliation:

(Rs In Lakhs)

S.no	Particulars	As at 31 st March 2024	As at 31 st March 2023
1	Sale of Products"		
	Domestic	289.56	217.74
	Exports	-	-
	Gross Revenue	289.56	217.74
	Less: Discount	-	-
	Less: Returns	-	-
	Less: price Concession	-	-
	Less Incentives and Performance bonus	-	-
	Less: Goods and service Tax	-	-
	Net Revenues recognized from contracts with customers	289.56	217.74

39. Other Income:

(Rs In Lakhs)

S.no	Particulars	As at 31 st March 2024	As at 31 st March 2023
1	Discounts Received	-	-
2	Interest Received from FD	-	-
3	Other Income	5.92	0.34

40. Details of Loans given, Investments made and Guarantee given covered Under Section 186(4) of the Companies Act, 2013.

The company has not extended any Corporate Guarantees in respect of loans availed by any company/firm as at March 31, 2024.

Auditors' Remuneration:

(Rs In Lakhs)

Particulars	March 31, 2024	March 31, 2023
Fees towards*		
Statutory Audit	1.00	2.00

*The fees is exclusive of GST

41. Dues to Micro Small and Medium Enterprises:

Disclosure required as per section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act.) as at 31.03.2024.

(Rs In Lakhs)

SL No	Description	March 31, 2024
1	Principal amount due to suppliers under MSMED	NIL
2	Interest accrued and due to suppliers covered under MSMED on the above amount, unpaid	NIL
3	Payment made to suppliers (with Interest) beyond the appointed day during the year.	NIL
4	Payment made to suppliers (other than interest) beyond the appointed day during the previous year	NIL
5	Interest paid to suppliers covered under MSMED	NIL
6	Interest due & Payable to suppliers covered under MSMED Act., towards payments already made.	NIL

The information has been given in respect of such vendors to the extent they could be identified as micro and small enterprises on the basis of information available with company.

As per the information provided / submitted by the Company, there are no dues to Micro, Small and Medium Enterprises covered under ('MSMED' Act, 2006).

42. Financial Risk Management

In course of its business, the company is exposed to certain financial risk such as market risk (Including currency risk and other price risks), credit risk and liquidity risk that could have significant influence on the company' s business and operational/financial performance. The Board of directors reviews and approves risk management framework and policies for managing these risks and monitor suitable mitigating actions taken by the management to minimize potential adverse effects and achieve greater predictability to earnings.

43. Credit Risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. The company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The company makes an allowance for doubtful debts/advances using expected credit loss model.

44. Liquidity risk

Liquidity risk refers to the risk that the company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as pre requirements. The Company's exposure to liquidity risk is minimal as the promoters of the company is infusing the funds based on the requirements.

45. Amounts have been rounded off to nearest Rupee.

The notes are an integral part of the financial statements

As per our report of even date
For V. RAVI & CO.,

For and on behalf of the Board
For MUDUNURU LIMITED

Chartered Accountants

Firm Reg No.006492S
CA D. Ramesh Kumar
Partner
Membership No.217139
UDIN: 24217139BKBMGH1976

Sd/
M Madhusudan Raju
Director
DIN: 00471678

Sd/
T Kiran
Director
DIN: 007585133

Place : Visakhapatnam
Date : 30th May 2024

Sd/-
P Rajashekar
CFO

Sd/-
Neha Singhal
CS

Statement of Financial Position as at March 31, 2024

S.No.	Particulars	Note No.	As at Mar 31, 2024	As at Mar 31, 2023
I	ASSETS			
1	Non-current assets			
	(a) Property, plant and equipment	2	4,15,91,212	2,17,92,096
	(b) Right to use assets		-	-
	(c) Capital work in progress		-	-
	(d) Investment properties		-	-
	(e) Good will		-	-
	(f) Other intangible Assets		-	-
	(g) Intangible Assets under Development	2	-	1,77,94,360
	(h) Biological Assets other than Bearer Plants			-
	(d) Financial assets			-
	(i) Investments	3	-	-
	(ii) Trade receivables	4	-	-
	(iii) Loans	5	-	-
	(vi) Other Financial assets	6	-	-
	(e) Deferred Tax Asset (Net)	7	-	-
	(f) Other non-current asset	8	7,99,000	7,99,000
				-
	Total non-current assets (A)		4,23,90,212	4,03,85,456
2	Current assets			
	(a) Inventories	9	18,49,639	80,24,612
	(a) Financial assets			
	(i) Investments	3		-
	(ii) Trade receivables	4	5,75,454	50,18,933
	(iii) Loans	5		
	(iii) Cash and cash equivalents	10	36,47,323	18,815
	(iv) Bank Balances other than (iii) above			-
	(iv) Other financial assets	6		-
	(b) Current Tax Asset (Net)	7		-
	(c) Other current assets	11	1,40,44,129	2,08,71,326
	Total current assets (B)		2,01,16,546	3,39,33,686
	Non Current Assets Clasified as Held for Sale (C)			-
	Total assets (A+B+C)		6,25,06,757	7,43,19,141
II	EQUITY AND LIABILITIES			
1	Equity			

	(a) Equity share capital	12	6,24,00,000	5,73,81,000
	(b) Other equity	13	(7,01,77,088)	(6,36,99,016)
	Share warrant money received		2,88,00,000	
	Total equity (A)		2,10,22,912	(63,18,016)
2	Liabilities			
(i)	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	14	2,02,84,946	1,33,83,275
	(ii) Trade Payables	15	-	-
	(iii) Other Financial Liabilities	16	-	-
	(b) Long term provisions	17	-	-
	(c) Deferred tax Liabilities(Net)			-
	(d) Other non Current Liabilities			-
				-
	Total non-current liabilities (B)		2,02,84,946	1,33,83,275
(ii)	Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	14	1,09,81,911	1,08,18,482
	(ii) Trade payables	15	47,42,070	75,22,032
	(iii) Other financial liabilities	16	-	-
	(b) Short term provisions	17	2,51,362	3,34,842
	(c) Other current liabilities	18	31,11,039	4,61,28,128
	(d) Current Tax Liabilities (net)	7	21,12,516	24,50,397
	Total current liabilities (C)		2,11,98,898	6,72,53,882
	Total liabilities (D=B+C)		4,14,83,844	8,06,37,157
	Total equity and liabilities (A+D)		6,25,06,756	7,43,19,141

The notes are an integral part of the financial statements

As per our report of even date
For V. RAVI & CO.,

For and on behalf of the Board
For MUDUNURU LIMITED

Chartered Accountants

Firm Reg No.006492S
CA D. Ramesh Kumar
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Sd/
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Sd/-
P Rajashekar
CFO

Sd/-
Neha Singhal
CS

Place : Visakhapatnam
Date : 30th May 2024

Statement of Profit and Loss and Other Comprehensive Income for the Year ended Mar 31, 2024

S.N o.	Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
	Continuing Operations			
I	Revenue from operations	19	2,89,55,920	2,17,74,064
II	Other income	20	5,91,826	33,532
III	Net gain on de-recognition of financial assets at amortised cost	21	-	-
IV	Net gain on reclassification of financial assets	22	-	-
V	Total income		2,95,47,746	2,18,07,596
VI	Expenses			
	(a) Cost of material Consumed	23	1,05,51,294	1,440
	(b) Purchase of Stock in Trade			-
	(c) Changes in stock of finished goods, work-in progress and stock-in-trade	24	-	-
	(d) Employee benefits	25	1,88,93,465	1,09,25,944
	(e) Finance cost	26	19,85,024	17,13,859
	(f) Depreciation expense	2	35,35,403	41,04,597
	(g) Capital Expenditure Written off		-	-
	(h) Net loss on de-recognition of financial assets at amortized cost		-	-
	(i) Net loss on reclassification of financial assets		-	-
	(j) Other expenses	27	2,64,93,513	1,82,59,198
	Total expenses (VI)		6,14,58,699	3,50,05,037
VII	Profit/(loss) before Share of profit/(loss) of associates / joint ventures, exceptional items and tax (V - VI)		(3,19,10,953)	(1,31,97,441)
VIII	Share of profit/(loss) of associates			
	Share of profit/(loss) of joint ventures			
IX	Profit/(Loss) before exceptional items and tax		(3,19,10,953)	(1,31,97,441)
X	Exceptional items/Extraordinary items			-
XI	Profit before Tax		(3,19,10,953)	(1,31,97,441)
XII	Tax expense :			
	a. Current tax		-	-
	b. Deferred tax		(3,37,881)	5,97,846
XIII	Profit/(loss) for the year from continuing operations (XI-XII)		(3,15,73,072)	(1,37,95,287)
	Discontinued Operations			

XIV	Profit/(loss) from discontinued operations		-	-
XV	Tax Expense of discontinued operations		-	-
XVI	Profit/(loss) from discontinued operations (XIV +XV)			
XVII	XVII Profit/(loss) for the year (XIII+XVI)		(3,15,73,072)	(1,37,95,287)
XIX	Other comprehensive income(OCI)			
	A (i) Items that will not be recycled to profit or loss		-	-
	B (i) Items that may be reclassified to profit or loss		-	-
	Total other comprehensive income			
IX.	Total comprehensive income for the year (V+ VI)		(3,15,73,072)	(1,37,95,287)
X.	Earning per equity share (for Continuing Operations)			
	(i) Basic		(1.01)	(0.48)
	(ii) Diluted.		(1.01)	(0.48)
XI.	Earnings per equity share (for discontinued operation):			
	(i) Basic			-
	(ii) Diluted.			-
XII.	Earnings per equity share (for Continued and discontinued operation):			
	(i) Basic		(1.01)	(0.48)
	(ii) Diluted.		(1.01)	(0.48)

The notes are an integral part of the financial statements

As per our report of even date
For V. RAVI & CO.,
Chartered Accountants

Firm Reg No.006492S
CA D. Ramesh Kumar
Partner
Membership No.217139
UDIN: 24217139BKBMGH1976

Place : Visakhapatnam
Date : 30th May 2024

For and on behalf of the Board
For MUDUNURU LIMITED

Sd/ M Madhusudan Raju Director DIN: 00471678	Sd/ T Kiran Director DIN: 007585133
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Sd/- P Rajashekar CFO	Sd/- Neha Singhal CS
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CASH FLOW STATEMENT FOR THE HALF YEAR ENDED 31st March, 2024

S NO	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A	CASH FROM OPERATING ACTIVITIES		
	(Loss)/Profit before tax and extraordinary items	(3,19,10,953)	(1,31,97,441)
	Adjustment for:		
	Income tax expense recognised in profit or loss	-	-
	Finance costs recognised in profit or loss	19,85,024	-
	Investment income recognised in profit or loss	-	-
	Gain on disposal of property, plant and equipment	-	-
	Gain on disposal of a subsidiary	-	-
	Net (gain)/loss on disposal of available-for-sale financial assets	-	-
	Impairment loss recognised on trade receivables	-	-
	Reversal of impairment loss on trade receivables	-	-
	Depreciation and amortisation of non-current assets	35,35,403	41,04,597
	Amortisation of financial guarantee contracts		
	Operating Profit before Working Capital Changes	(2,63,90,526)	(90,92,844)
	Movement for Working Capital:		
	(Increase)/ decrease in trade and other receivables	44,43,479	(33,84,790)
	(Increase)/decrease in amounts due from customers under construction contracts		
	(Increase)/decrease in inventories	61,74,973	(80,23,172)
	(Increase)/decrease in other assets	68,27,197	(66,24,407)
	(Increase)/decrease in Loans & Advances		
	Increase/(Decrease) in trade and other payables	(27,79,963)	68,45,437
	Increase/(decrease) in amounts due to customers under construction contracts		
	Increase/(decrease) in provisions	(83,480)	
	(Decrease)/increase in deferred revenue		
	(Decrease)/increase in other liabilities	(4,28,53,660)	2,95,17,794

	Changes in non current assets and liabilities		
	Decrease/(Increase) in loans & advances		
	Decrease/(Increase) in Long Term Provisions		
	Decrease/(Increase) in Other non Current Assets	-	(4,49,000)
	(Decrease)/Increase in Other non Current Liabilities		
	Changes in non current assets and liabilities		
	Cash generated from operations	(5,46,61,981)	87,89,019
	- Income taxes paid		-
	-	(5,46,61,981)	87,89,019
	- Extraordinary & Prior period items		
	NET CASH FROM OPERATING ACTIVITIES	(5,46,61,981)	87,89,019
B	CASH FLOW FROM INVESTING ACTIVITIES:		
	Payments to acquire financial assets		
	Proceeds on sale of financial assets		
	Interest received		
	Royalties and other investment income received		
	Dividends received from associates		
	Other dividends received		
	Amounts advanced to related parties		
	Repayments by related parties		
	Payments for property, plant and equipment	(2,33,34,518)	(71,36,440)
	Proceeds from disposal of property, plant and equipment		
	Payments for investment property		
	Proceeds from disposal of investment property		
	Payments for intangible assets	1,77,94,360	(1,77,94,360)
	Net cash outflow on acquisition of subsidiaries		
	Net cash inflow on disposal of subsidiary		
	Net cash inflow on disposal of associate		
	NET CASH FROM INVESTING ACTIVITIES	(55,40,158)	(2,49,30,800)
C	CASH FLOW FROM FINANCING ACTIVITIES		

Proceeds from issue of equity instruments of the Company	5,89,14,000	95,26,000
Proceeds from issue of convertible notes	-	-
Payment for share issue costs	-	-
Payment for buy-back of shares	-	-
Payment for share buy-back costs	-	-
Proceeds from issue of redeemable preference shares	-	-
Proceeds from issue of perpetual notes	-	-
Payment for debt issue costs Proceeds from borrowings	-	-
Proceeds from borrowings	69,01,671	64,76,758
Proceeds from government loans	-	-
Proceeds on disposal of partial interest in a subsidiary that does not involve loss of control	-	-
Dividends paid on redeemable cumulative preference shares	-	-
Dividends paid to owners of the Company	-	-
Interest paid	(19,85,024)	-
Long Term Provisions	-	83,480
NET CASH FROM FINANCING ACTIVITIES	6,38,30,647	1,60,86,239
NET INCREASE IN CASH & CASH EQUIVALENTS	36,28,508	(55,543)
Cash and cash equivalents at the beginning of the year	18,815	74,359
Effects of exchange rate changes on the balance of cash held in foreign currencies		
Cash and cash equivalents at the end of the year	36,47,323	18,816
Reconciliation of cash and cash equivalents as per the cash flow Statement		
Cash and cash equivalents (Note-10)	36,47,323	18,815
Bank overdraft (Note _)		-
Balance as per statement of cash flows	36,47,323	18,816

The notes are an integral part of the financial statements

As per our report of even date
For V. RAVI & CO.,

For and on behalf of the Board
For MUDUNURU LIMITED

Chartered Accountants

Firm Reg No.006492S

Sd/
M Madhusudan Raju

Sd/
T Kiran

Mudunuru Limited

D. No. 9-29-19, Level 3, Waltair Heights, Balaji Nagar, Visakhapatnam – 530003.

Phone: +91 9907 247 247 | info@mudunuru.ai | www.mudunuru.ai | CIN: L72900AP1994PLC039248

CA D. Ramesh Kumar
Partner
Membership No.217139
UDIN: 24217139BKBMGH1976

Director
DIN: 00471678

Director
DIN: 007585133

Sd/-
P Rajashekar
CFO

Sd/-
Neha Singhal
CS

Place : Visakhapatnam
Date : 30th May 2024

Notes annexed to and forming part of the Financial Statements

Note.3 : Investments

S.No	Particulars	As at Mar 31, 2024	As at Mar 31, 2023	As at Mar 31, 2022
	Non Current			
1	Investments in quoted shares			-
2	investment in unquoted shares of subsidiaries			-
3	investmet in Joint Ventures			-
4	investment in Preference Shares			-
5	Investment in partnerships			-
	Total	-	-	-
	Current			
1	Investments in quoted shares			-
2	investment in unquoted shares of subsidiaries			-
3	investmet in Joint Ventures			-
4	investment in Preference Shares			-
5	Investment in partnerships			-
	Total	-	-	-
Note 4:Trade Receivables				
S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	<u>Non Current</u>			
A	<u>Secured and considered good:</u>			
	-From Related party			
	-From Others			
B	<u>Unsecured and considered good:</u>			
	-From Related party			
	-From Others			
C	<u>Doubtful:</u>			
	-From Related party			

	-From Others			
	Less: allowance for doubtfull debts			
	Total	-	-	-
	<u>Current:</u>			
A	<u>Secured and considered good:</u>			
	-From Related party			
	-From Others			
B	<u>Unsecured and considered good:</u>			
	-From Related party			
	-From Others	5,75,454	50,18,933	16,34,143
C	<u>Doubtful:</u>			
	-From Related party			
	-From Others			
	Less: allowance for doubtfull debts			
	Total	5,75,454	50,18,933	16,34,143

Note 5: Loans

S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	<u>Non Current:</u>			
A	<u>Loans :</u>			
1	To related parties			
2	to other boady corporate			
3	to employees			
4	Securirty Deposits:			
5	Less: allowances for Doubfull loans			
	Total Loans	-	-	-
	<u>Notes:</u>			
1	Considered good			
2	Considered Doubt full, Provided:			
3	To related parties			
4	to other boady corporate			
5	to employees			
	Total	-	-	-
	<u>Current:</u>			
A	<u>Loans :</u>			
1	To related parties			
2	to other boady corporate			
3	to employees			
4	Securirty Deposits:			

5	Less: allowances for Doubtfull loans			
	Total	-	-	-
	<u>Notes:</u>			
1	Considered fgood			
2	Considered Doubt full, Provided:			
3	To related parties			
4	to other boady corporate			
5	to employees			
Note 6: Other Financial Assets				
S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	<u>Non Current</u>			
1	Export benefits and entitlements			
2	Insurance claims recievable			
3	Advances toiwards equity/preference share capital			
4	<u>Derivative instrucments:</u>			
a	Dreivative instruments at fair value			
b	Cash flow hedges			
c	Foreign exchange forward contracts			
	Total Derivative Instruments at fair value through OCI			
5	Derivative instruments at fair value through profit or loss through OCI:			
	Derivatives not designated as hedges			
	Foreign exchange forward contracts			
	Embedded derivatives			
	Total derivative instruments at fair value through profit or loss			
	Total Financial Assets			
	<u>Current</u>			
1	Export benefits and entitlements			
2	Insurance claims recievable			
3	Advances toiwards equity/preference share capital			
4	<u>Derivative instrucments:</u>			

a	Derivative instruments at fair value			
b	Cash flow hedges			
c	Foreign exchange forward contracts			
	Total Derivative Instruments at fair value through OCI			
5	Derivative instruments at fair value through profit or loss through OCI:			
	Derivatives not designated as hedges			
	Foreign exchange forward contracts			
	Embedded derivatives			
	Total derivative instruments at fair value through profit or loss			
	Total Financial Assets			

Note 7: Income Taxes

S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	a). Current Tax liability			
	Opening Balance			-
	Add: Current tax payable for the year			
	Less: Taxes Paid			-
	Closing balances			-
	b). Current Tax Asset			
	Opening Balance			
	Add: Taxes paid/TDS Receivable			-
	Less: Current tax payable for the year			
	Closing Balance			-
	c). Differed Tax Asset			
	Differed tax Asset - (A)			
	Provision for Employees			
	Waranty Provisions			
	Loss allowance on financial and Contract Assets			
	Others			
	Sub Total (A)		-	-
	Differed tax Liability- (B)			
	Opening Balance	24,50,397	18,52,551	17,26,726

	on Written down value of fixed assets	(3,37,881)	5,97,846	1,25,826
	Others		-	-
	Sub Total (B)	21,12,516	24,50,397	18,52,551
	Total (A-B)	21,12,516	24,50,397	18,52,551

Note 8: Other-Non Current Assets

S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
A	<u>Other Non-Current Assets</u>			
	Capital Advances			-
	Advances other than capital advances			-
	<u>Security Deposits:</u>			-
	Government Authorities - Electricity Dept			-
	— Advances to Related Parties			-
	— Other Advances	7,99,000	7,99,000	3,50,000
	Total of Other Non-current Assets	7,99,000	7,99,000	3,50,000

Note 9: Inventories

Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
Stock in Trade	18,49,639	80,24,612	1,440
Total Inventories	18,49,639	80,24,612	1,440

Notes 9a): Disclaoure of Inventories pledged as security for liabilities as follows

S.No				
A	As at 31st March 2021			
a	Raw Material			
b	Work In Process			
c	Finished Goods			
B	As at 31st March 2020			
a	Raw Material			
b	Work In Process			
c	Finished Goods			
	Total Inventories	-	-	-

Note 10: Cash and Cash Equivalentents

S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
1	Cash and Cash Equivalents (Note 9.1)	36,47,323	18,815	74,358
2	Bank Balances other than Cash and Cash Cash Equivalents			-
	Total Cash and Cash Equivalents	36,47,323	18,815	74,358
Notes:				

1. In the Balance sheet Cash comprises cash and demand deposits.

2. Cash equivalents are held for the purpose of short term cash commitments rather than for investment or other purpose

Note 10a): Cash and Cash Equivalents

S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	Cash Balances	38,861	8,858	74,358
	<u>On Current Accounts:</u>			
	Axis Bank			-
	ICICI-186			-
	Oriental Bank of Commerce			-
	SBI SME-040	36,08,462	9,958	-
	State Bank of Hyderabad			-
	Total Cash and Cash Equivalents	36,47,323	18,815	74,358

Note 11: Other Current Assets

S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	<u>Other Current Assets</u>			
1	Capital Advances:			
	Advances to Plant and Machinery			
2	<u>Advances other than capital advances:</u>			
	MAT Credit Entitlement			
3	Security Deposits			
4	Advances to Suppliers	12,83,757	43,89,515	41,82,229
5	<u>Other Advances:</u>			
	Balance in Indirect Tax Payable account	5,76,733	20,58,237	48,740
	Interest Receivable			-
	Other amount receivables	1,21,83,640	1,44,23,574	1,00,15,950
	Total of Other current Assets	1,40,44,129	2,08,71,326	1,42,46,919

Note 14: Borrowings				
S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	<u>Non-Current:</u>			
1	Bonds			
2	Debentures(Secured)			
3	Term loans:			
i	Secured	41,51,854	63,29,772	19,22,876
ii	Unsecured		70,53,504	
iii	From banks		-	16,50,982
iv	Working Capital			
v	Deferred payment liabilities			
vi	Other Loans			
vii	-Finance lease obligations			
viii	- Preference shares			
ix	Interest-free sales Tax deferral loan from state Govt.			
4	Unsecured Loans			
i	Loans fom Individuals other than Banks	1,61,33,093		
	Total	2,02,84,946	1,33,83,275	35,73,858
	<u>Current:</u>			
1	Bonds			
2	Debentures(Secured)			
3	Term loans:			
i	Secured			
ii	Unsecured			
iii	From banks			
iv	Working Capital	1,09,81,911	1,08,18,482	1,41,51,141
v	Deferred payment liabilities			
vi	Other Loans			
vii	-Finance lease obligations			
viii	- Preference shares			
ix	Interest-free sales Tax deferral loan from state Govt.			
4	Unsecured Loans			
i	Loans fom Individuals other than Banks			-
	Total	1,09,81,911	1,08,18,482	1,41,51,141

S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	Current			
	Secured			
	Term Loans			
	From Banks			1,41,51,141
	Interest-free sales Tax deferral loan from state Govt.			
	Unsecured			
	Unsecured loans from individuals other than Banks			

Note 15: Trade Payables

S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	<u>Non Current:</u>			
A	Trade payables			
	Dues to Micro, Small and Medium Enterprises			-
	Dues to other than Micro, Small and Medium Enterprises			-
	Sub Total			-
B	Trade payables			
	Dues to Micro, Small and Medium Enterprises			-
	Dues to other than Micro, Small and Medium Enterprises			-
	Total	-	-	-
	<u>Current:</u>			
A	Trade payables			
	Dues to Micro, Small and Medium Enterprises			-
	Dues to other than Micro, Small and Medium Enterprises			-
	Sub Total			-
B	Trade payables			
	Dues to Micro, Small and Medium Enterprises			-
	Dues to other than Micro, Small and Medium Enterprises	47,42,070	75,22,032	6,76,595
	Total	47,42,070	75,22,032	6,76,595

Note: Dues to micro and small enterprises - As per Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED' Act) This information has been determined to the extent such parties have been identified on the basis of information available with the Company

S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	Principal amount remaining unpaid to any supplier as at the end of the year.			
	Amount of interest due remaining unpaid to any supplier as at the end of the year			
	Amount of interest paid under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.			
	Amount of interest due and payable for the period of delay in making payment (where the principal has been paid but interest under the MSMED Act, 2006 not paid)			
	Amount of interest accrued and remaining unpaid at the end of year.			
	Amount of further interest remaining due and payable even in the succeeding year			

Note 16 :Other Financial Liabilities

S.No		As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	<u>Non Current:</u>			
1	Invester enducation protection fund			
4	<u>Others:</u>			
i	Retention money for capital projects			-
ii	Payble towards capital expenditure			-
iii	Payble towards Services received			-
iv	Payble towards other expenses			-
v	Interest accrued but no due on borrowings			-

	Total	-	-	-
	Current			
1	Current Maturities of Long Term Borrowings			-
2	Current Maturities of finance lease obligation			-
3	Invester enducation protection fund			-
4	<u>Others:</u>			
i	Retention money for capital projects			-
ii	Payble towards capital expenditure			-
iii	Payble towards Services received			-
iv	Payble towards other expenses			-
v	Interest accrued but no due on borrowings			-
	Total	-	-	-

Note 17: Provisions

S.No	Particualrs	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	<u>Non Current:</u>			
	a). Provision for Emplpyoe Bebefits			
	For Provident Fund			-
	For gratuity			-
	Provision for compensated absences			
	b). Others			-
	Service Waranties			-
	Statutory Dues			-
	Legal Calims			-
	Total	-	-	-
	<u>Current:</u>			
	a). Provision for Emplpyoe Bebefits			
	For Provident Fund			-
	For gratuity			-
	Provision for compensated absences			
	b). Others			-
	Service Waranties			-
	Statutory Dues			-

	Income Tax	2,51,362	2,51,362	2,51,362
	Electricity charges payable	-	37,400	
	Other expenses payable	-	46,080	
	Legal Calims			-
	Total	2,51,362	3,34,842	2,51,362

Note 18 : Other current Liabilities

S.No	Particulars	As at Mar 31, 2024	As at March 31, 2023	As at March 31, 2022
	a).Revenue Received in Advance			
	Advances From customers		-	-
	b).Other Payables		-	
	Statutory Dues Payable			
	Provident fund payable		-	-
	ESI contribution payable		-	-
	Interest Payable on statutory dues		-	-
	TDS payable	10,19,971	13,75,558	35,010
	Salaries and Wages payable	23,80,491	-	-
	GST Payable	(54,14,687)	-	-
	Other dues Payable			
	Directors Remuneration Payable		-	-
	Bonus payable		-	-
	Electricity Charges Payable		-	-
	Other Expenses Payable	1,89,000	-	63,000
	Deposits		-	-
	Other Advance payable	45,46,264	4,44,62,570	1,64,22,324
	Audit fee payable	3,90,000	2,90,000	90,000
	Total	31,11,039	4,61,28,128	1,66,10,334

Note 19: Revenue from operations

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Operations	2,89,55,920	2,17,74,064	1,01,50,740
Sub total	2,89,55,920	2,17,74,064	1,01,50,740
Other Operating Revenues			
a). Export Incentives		-	-
b). Royalty Received		-	-
From subsidiaries and associates		-	-

	From others		-	-
	c). Scrap Sale		-	-
	d). Others	5,91,826	33,532	-
	Sub total	5,91,826	33,532	-
	Total Revenue from Operations	2,95,47,746	2,18,07,596	1,01,50,740

Note 20: Other Income

	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Interest income			
	a).Financial assets mandatorily measured at fair value through profit or loss			
	b). Interest income on financial assets fair valued through other comprehensive income			
	-Non Convertible debentures			
	c). Financial assets carried at amortised cost			
	Tax free bonds and government bonds			
	Deposits with banks and others			
	Sub total (i)		-	-
	Dividend Income			
	a).Investments mandatorily measured at fair value through profit or loss			
	b).Equity investment designated at fair value through other comprehensive income			
	Sub total (ii)			
	Unwinding of discount on security deposits(iii)			
	Government grants (iv)			
	Rental income on Investment Properties (v)			
	Others			-
	Total(i+ii+iii+iv+v)		-	-
	Note 21: Net gain on de-recognition of financial assets at amortised cost			

	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Profit on sale of land and buildings			-
	Written off of liability			-
	Total Gain		-	-
Note 22: Net gain on reclassification of financial assets				
	Deposits with banks and others	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Profit on sale of land and buildings			-
	Written off of liability			-
	Total Gain		-	-
Note 23 Cost of Material Consumed				
		For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
A. Raw Material Consumed				
	Raw materials at the beginning of the year	80,24,612	1,440	1,440
	Add: Purchases During the year	43,76,321	80,24,612	58,96,164
	Less: Raw materials at the end of the year	18,49,639	80,24,612	1,440
	Total cost of raw material consumed	1,05,51,294	1,440	58,96,164
(Write down value of inventories Rs._____ and written down value of material due to obsolescence Rs___ these amount included in the cost material consumed)				
B). Packing Material				
	Packing materials at the beginning of the year	-	-	-
	Add : Purchases During the year	-	-	-
	Less: Packing materials at the end of the year	-	-	-
	Total cost of packing materials consumed (B)	-	-	-
	Total cost of Materials consumed (B)	1,05,51,294	1,440	58,96,164

Note 24 Changes in inventories of finished goods, work-in-progress and stock-in-trade				
		For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	-			
Opening Balance				
Finished Goods		-	-	
Work in Progress		-	-	-
Stock in Trade (Including Goods in Transit)		-	-	-
Spares and Consumables		-	-	-
Total Opening Balnces		-	-	-
Closing Balance				-
Finished Goods		-	-	
Work in Progress		-	-	-
Stock in Trade (Including Goods in Transit)		-	-	-
Spares and Consumables		-	-	-
Total Closing Balance		-	-	-
Total Changes in inventories of finished goods, work-inprogress and stock-in-trade		-	-	-
Note 25 Employee Benefits				
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Salaries, Wages, Bonus etc.	1,88,93,465	1,09,25,944	94,27,483
	Contribution to P.F, E.S.I and Other Statutory Funds	-	-	-
	Employee share based payment expenses	-	-	-
	Gratuity	-	-	-
	Leave compensation	-	-	-
	Post-employment pension benefits	-	-	-
	Post-employment medical benefits	-	-	-
	Staff welfare expenses	-	-	10,408
	Total Employee benefits	1,88,93,465	1,09,25,944	94,37,891

Note 26 Finance Cost				
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Interest and finance charges on financial liabilities carried at amortised cost			
	a). Interest on Bank Borrowings	19,85,024	17,13,859	13,48,104
	b). Interest on Bill Discounting			-
	c). Other Interest Expenses(Bank Charges)			-
	Less: Amount Capitalised			
	Total Interest on financial liabilities carried at amortised cost	19,85,024	17,13,859	13,48,104
	Intest on Trade payables (as per MSME Act)			-
	Interest on delayed payment of statutory dues			-
	Unwinding of discount on provision			-
	Exchange difference regarded as adjustment to borrowing costs			-
	Dividend on redeemable preference shares (including dividend distribution tax)			-
	Total Finance Cost	19,85,024	17,13,859	13,48,104
Note 2 : Depreciation and Amortisation Expenses				
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Depreciation on plant, property and equipment			15,69,569
	Depreciation on Investment properties			-
	Amortisation on Intangible assets			-

	Total depreciation and Amortisation expenses	-	-	15,69,569
Note 28 : Other expenses				
	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Audit Fees	1,00,000	2,00,000	2,00,000
	Consultancy Charges	6,13,289	12,93,658	-
	Rates and Taxes	-	15,000	-
	Computer maintainance	6,17,929	9,73,383	2,81,522
	Electricity Charges	3,96,911	2,91,623	-
	Miscellaneous Exp	11,09,196	4,35,498	4,57,168
	Office maintainance	1,29,219	2,39,907	3,04,287
	Printing & Stationery	930	4,519	18,031
	Professional Charges	1,35,800	1,20,000	7,12,878
	Donations	-	-	-
	Rent	79,34,403	91,24,311	4,07,375
	Telephone Expense	2,82,279	86,440	25,234
	Travelling Expense	10,80,105	12,22,975	7,99,968
	Vehicle Maintenance	91,204	1,68,002	1,92,554
	Marketing Expenses	-	45,074	-
	Advertisement	96,000	21,800	86,532
	Office Expenses	3,02,024	5,71,292	-
	Bank Charges	-	61,750	1,54,675
	Interest on TDS	2,11,746	1,01,130	89,804
	Interest on PF and penalty on GST	12,532	72,848	-
	Insurance	69,122	1,12,438	1,12,721
	Membership & Subscription	1,30,710	18,583	-
	Late filling fee	39,200	17,651	1,960
	Listing Fee	13,15,487	6,77,520	5,96,000
	Loan processing charges	-	-	-
	Repairs & Maintainance	-	-	6,48,429
	Transport, shipping & Delivery Charges	64,20,208	-	50,112
	TDS Shortfall Penalty	-	1,06,163	-
	Agri Expenses	-	-	-
	Publicatin Fee	85,024	1,09,376	-
	Roc Filling Fee	37,370	2,20,968	-
	Service Charges	-	54,800	-
	Internet Expenses	-	11,340	2,828

SMS Charges	-	13,500	12,13,881
Valuation Chargers	70,200	-	-
Other Expenses	6,65,536	17,79,884	51,65,433
Software Development & License Expenses	99,713	83,935	8,00,000
Renewal Expenses	58,732	-	-
Inspection Fee	30,104	-	-
Projector and Screen	16,294	-	-
Registration Expenses	21,479	-	-
Loss on Sale of Assets	40,99,348		
Web Expenses	1,86,913	3,831	35,925
BSE Penalty Charges	34,506	-	-
Total	2,64,93,513	1,82,59,198	1,23,57,317

27.1 Payment to Auditors

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
As An Auditor			
- Audit Fees	1,00,000	2,00,000	2,00,000
- Tax Audit			
- Limited Review			
In Other Capacity			
- Taxation Matters			
- Company Law matters			
- Certification matters			
- Reimbursement of Expenses			
Total Payment to Auditor	1,00,000	2,00,000	2,00,000

27.2 Corporate Social Responsibility(CSR) Not Applicable to this period

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Amount required to be spent as per Section 135 of the Companies Act, 2013	-	-	-
Amount spent during the year	-	-	-
	-	-	-

Notes : 2

Particular	Plant & Machinery	Computers & Software	Office Equipment	Furniture & Fixtures	Vehicles	Total
<u>Cost/Deemed Cost:</u>						
at 1st April 2019	1,03,73,413	5,17,25,021	6,25,973	18,88,205	42,29,183	6,88,41,795
Additions	-		16,19,835	31,06,274	-	47,26,109
Deletions	-	-	-	-	-	-
at 1st April 2019	1,03,73,413	5,17,25,021	22,45,808	49,94,479	42,29,183	7,35,67,904
Additions	-				26,60,400	26,60,400
Deletions	19,17,375			-	-	19,17,375
As at March 2020	84,56,039	5,17,25,021	22,45,808	49,94,479	68,89,583	7,43,10,929
Additions	-				11,08,825	11,08,825
Deletions						-
As at March 2021	84,56,039	5,17,25,021	22,45,808	49,94,479	79,98,408	7,54,19,753
Additions		32,203			25,07,960	25,40,163
Deletions						
As at September 2021	84,56,039	5,17,57,224	22,45,808	49,94,479	1,05,06,368	7,79,59,916
As at March 2022	84,56,039	5,17,57,224	22,45,808	49,94,479	1,05,06,368	7,79,59,917
Additions		1,12,006	4,37,655	45,54,660	20,32,119	71,36,440
Deletions						-
As at March 2023	84,56,039	5,18,69,230	26,83,463	95,49,139	1,25,38,487	8,50,96,357
Additions	-	2,60,81,990	1,82,108	12,75,444	-	2,75,39,541
Deletions	84,56,039					84,56,039
As at March 2024	(1)	7,79,51,220	28,65,570	1,08,24,583	1,25,38,487	10,41,79,859
<u>Depreciation/Impairment</u>						-
at 1st April 2018	2,70,391	4,07,93,109	3,83,676	5,87,197	4,87,506	4,25,21,879
Depreciation for the year	6,47,712	65,66,088	56,726	1,37,388	5,02,325	79,10,239
Disposals	-	-	-	-	-	-
Impairment	-	-	-	-	-	-

As at March 2019	9,18,103	4,73,59,197	4,40,402	7,24,585	9,89,831	5,04,32,118
Depreciation for the year	6,47,712	43,65,824	56,726	1,37,388	5,32,025	57,39,675
Disposals		-	-	-	-	-
Impairment	-	-	-	-	-	-
As at March 2020	15,65,815	5,17,25,021	4,97,128	8,61,973	15,21,856	5,61,71,792
Depreciation for the year	6,47,712	-	56,726	1,37,388	6,16,475	14,58,301
Disposals		-				
Impairment		-				
As at March 2021	22,13,527	5,17,25,021	5,53,854	9,99,361	21,38,331	5,76,30,094
Depreciation for the year	6,47,712	8,494	56,726	1,37,388	7,19,249	15,69,569
Disposals						
Impairment						
As at March 2022	28,61,239	5,17,33,515	6,10,580	11,36,749	28,57,580	5,91,99,663
Depreciation for the year	6,47,712	30,638	8,66,045	14,34,370	11,25,832	41,04,597
Disposals						
Impairment						
As at March 2023	35,08,951	5,17,64,153	14,76,625	25,71,119	39,83,412	6,33,04,259.60
Depreciation for the year	7,42,063	59,969	5,67,226	11,49,802	10,16,343	35,35,403
Disposals	42,51,014					42,51,014
Impairment						
As at March 2024	(0)	5,18,24,121	20,43,851	37,20,921	49,99,755	6,25,88,649
Net Book Value						
As at March 2024	(0)	2,61,27,098	8,21,720	71,03,662	75,38,732	4,15,91,212
As at March 2023	49,47,088	1,05,078	12,06,838	69,78,020	85,55,075	2,17,92,098
As at March 2022	55,94,800	23,710	16,35,228	38,57,730	76,48,788	1,87,60,254
As at March 2021	62,42,512	0	16,91,954	39,95,118	58,60,077	1,77,89,660
As at March 2019	94,55,310	43,65,824	18,05,406	42,69,894	32,39,352	2,31,35,786

Note 12: Equity share capital

a. Equity share capital					
		As at Mar 31, 2024		As at Mar 31, 2023	
		No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Authorised					
Equity shares of Rs. 2/- each		4,50,00,000	9,00,00,000	4,50,00,000	9,00,00,000
Issued					
Equity shares of Rs. 2/- each		3,12,00,000	6,24,00,000	2,86,90,500	5,73,81,000
Subscribed and Paid-up					
Equity shares of Rs. 2/- each fully paid-up		3,12,00,000	6,24,00,000	2,86,90,500	5,73,81,000
Total		3,12,00,000	6,24,00,000	2,86,90,500	5,73,81,000
b. Reconciliation of the number of equity shares outstanding and the amount of share capital					
		As at Mar 31, 2024		As at Mar 31, 2023	
		No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Equity Shares					
Issued and Subscribed:					
Shares outstanding at the beginning of the year	-	-	-	-	-
Add: Issued During the year for cash	2,86,90,500	5,73,81,000	2,39,27,500	4,78,55,000	
Add: Shares issued at ESOP trust	25,09,500	50,19,000	47,63,000	95,26,000	
Shares outstanding at the end of the year					-
	3,12,00,000	6,24,00,000	2,86,90,500	5,73,81,000	
c. Terms / rights attached to equity Shares					
The company has one class of equity shares having a par value of Rs.2/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholdings.					
d. Shares reserved for issue underwriter options					
e. Detail of Rights Issues					

f.	details of shares held by Holding/Ultimatley Holding Company				
g.	Details of shares issued for consideration other than cash				
h.	Shares in the company held by each shareholder holding more than 5 percent				
	Name of the Shareholder	As at Mar 31, 2024		As at Mar 31, 2023	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
	Mudunuru Madhusudan Raju	1,60,66,961	51.50%	1,46,57,461	51.09%
	Satyanaryana Adigarala	15,59,000	5.00%	15,59,000	5.43%
i.	Dividend Declaration Details				
	Particulars				As at Mar 31,2024
	Cash Dividend Declared for the Year 31 march 2019				
	Dividend Distribution Tax on fianl Dividend				
	Interim Dividend for the year ended on 31March 2020				
	Total				
	Proposed Dividend on Equity Shares				
	Final Dividend for the year ended 31 March 2020				
	Distribution Tax on Proposed Dividend				
	Total				
	Note 13 Other equity				
					As at Mar 31,2024
	Capital Reserve - Forfeiture of shares:	-	-	-	
	Balance at the beginning of the year				88,22,500
	Add: Addition During the Year				
	Balance at the end of the year				88,22,500

General Reserve	-	-	-	
Balance at the beginning of the year				85,525
Add: Addition During the Year				
Balance at the end of the year				85,525
Securities Premium:	-	-	-	
Balance at the beginning of the year				41,80,000
Add: Securities Premium on shares issued during the year				2,50,95,000
Balance at the end of the year				2,92,75,000
Retained earnings	-	-	-	
Balance at the beginning of the year				(7,67,87,041)
Add: Addition During the Year				(3,15,73,072)
Less: TDS Written off				
Balance at the end of the year				(10,83,60,113)
Total other Equity				(7,01,77,088)
Note 13a) Other Reserves				
				As at Mar 31,2024
Debentures Redemption Reserves:	-	-	-	
Balance at the beginng of the year				-
Add: Addition during the Year				-
Balance at the end of the year				-
Capital Redemption Reserves:	-	-	-	
Balance at the beginng of the year				-
Add: Addition during the Year				-

Balance at the end of the year					-
Investment Fluctuation Reserves:	-	-	-		
Balance at the beginning of the year					-
Add: Addition during the Year					-
Balance at the end of the year					-
Total Other Reserves					-

Depreciation Statement as per Income Tax Act

	WDV	Additions	Total	Additions from	Total	Depreciated on For the	WDV
	01/04/23	upto 30 sep 2023	as at 30.09.23	1.10.2022 to 31.12.2023	31/03/24	PERIOD ENDING 31.03.2024	31/03/24
Plant & Machinery	45,47,762	-	45,47,762	(1,05,678)	44,42,084	6,74,238	37,67,846
Computers	4,18,950	93,910	5,12,860	3,79,104	8,91,964	2,80,965	6,10,999
Office Equipment	4,25,667	15,678	4,41,345	1,66,430	6,07,775	78,684	5,29,091
Furniture & Fixtures	9,22,230	6,47,274	15,69,504	6,28,170	21,97,674	1,88,359	20,09,315
Vehicles	60,52,880	-	60,52,880	-	60,52,880	9,07,932	51,44,948
Inhouse developed software	-	-	-	2,56,08,976	2,56,08,976	-	2,56,08,976
Total	1,23,67,489	7,56,862	1,31,24,351	2,66,77,001	3,98,01,352	21,30,178	3,76,71,174

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L72900AP1994PLC039248

Name of the company : Mudunuru Limited

Registered office : Door No.2-21/1/22, The Glitz, Commercial Building, Panorama Hills, Shriram Properties, Yendada, Vishakhapatnam, Vishakhapatnam, Andhra Pradesh, India, 530045.

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name:

Address: _

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:

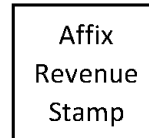
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Monday, 30th day of September, 2024 at 02.00 p.m. at registered office of the company situated at Door No.2-21/1/22, The Glitz, Commercial Building, Panorama Hills, Shriram Properties, Yendada, Vishakhapatnam Andhra Pradesh 530045 India and at any adjourned meeting thereof in respect of such resolutions as are indicated below:

Resolution No.

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT MARCH 31ST, 2024, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE NOTES ATTACHED THERETO, ALONG WITH THE REPORTS OF AUDITORS AND DIRECTORS THEREON.
2. TO APPOINT A DIRECTOR IN PLACE OF MR. T. KIRAN (DIN: 00472025) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.
3. TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.
4. TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY.
5. TO MAKE INVESTMENT IN M/S. MUDUNURU EASY LEARNING GURU PRIVATE LIMITED, M/S. MUDUNURU DREAMS ACADEMY PRIVATE LIMITED AND M/S. MUDUNURU ONE FINTECH PRIVATE LIMITED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.
6. TO PROVIDE LOANS TO M/S. MUDUNURU EASY LEARNING GURU PRIVATE LIMITED, M/S. MUDUNURU DREAMS ACADEMY PRIVATE LIMITED AND M/S. MUDUNURU ONE FINTECH PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

Signed this Day of..... 2024

Signature of shareholder



Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MUDUNURU LIMITED

**Door No.2-21/1/22, The Glitz, Commercial Building, Panorama Hills, Shriram Properties,
Yendada, Vishakhapatnam, Vishakhapatnam, Andhra Pradesh, India, 530045.**

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence for the 30th Annual General Meeting of the members to be held on Monday, 30th day of September, 2024 at 02.00 p.m. at Door No.2-21/1/22, The Glitz, Commercial Building, Panorama Hills, Shriram Properties, Yendada, Vishakhapatnam AP 530045 IN and at any adjourned meeting thereof.

Shareholders/Proxy 's Signature_____

Shareholders/Proxy 's full name_____

(In block letters)

Folio No./ Client ID_____

No. of shares held_____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

**Form No. MGT-12
POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN : L72900AP1994PLC039248
 Name of the company : MUDUNURU LIMITED
 Registered office : Door No.2-21/1/22, The Glitz,
 Commercial Building, Panorama Hills,
 Shriram Properties, Yendada,
 Vishakhapatnam AP 530045 IN.

BALLOT PAPER

	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT MARCH 31ST, 2024, THE STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE NOTES ATTACHED THERETO, ALONG WITH THE REPORTS OF AUDITORS AND DIRECTORS THEREON.			
2.	TO APPOINT A DIRECTOR IN PLACE OF MR. T. KIRAN (DIN: 00472025) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.			

3.	TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.			
4.	TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY.			
5.	TO MAKE INVESTMENT IN M/S. MUDUNURU EASY LEARNING GURU PRIVATE LIMITED, M/S. MUDUNURU DREAMS ACADEMY PRIVATE LIMITED AND M/S. MUDUNURU ONE FINTECH PRIVATE LIMITED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.			
6	TO PROVIDE LOANS TO M/S. MUDUNURU EASY LEARNING GURU PRIVATE LIMITED, M/S. MUDUNURU DREAMS ACADEMY PRIVATE LIMITED AND M/S. MUDUNURU ONE FINTECH PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.			

Place:

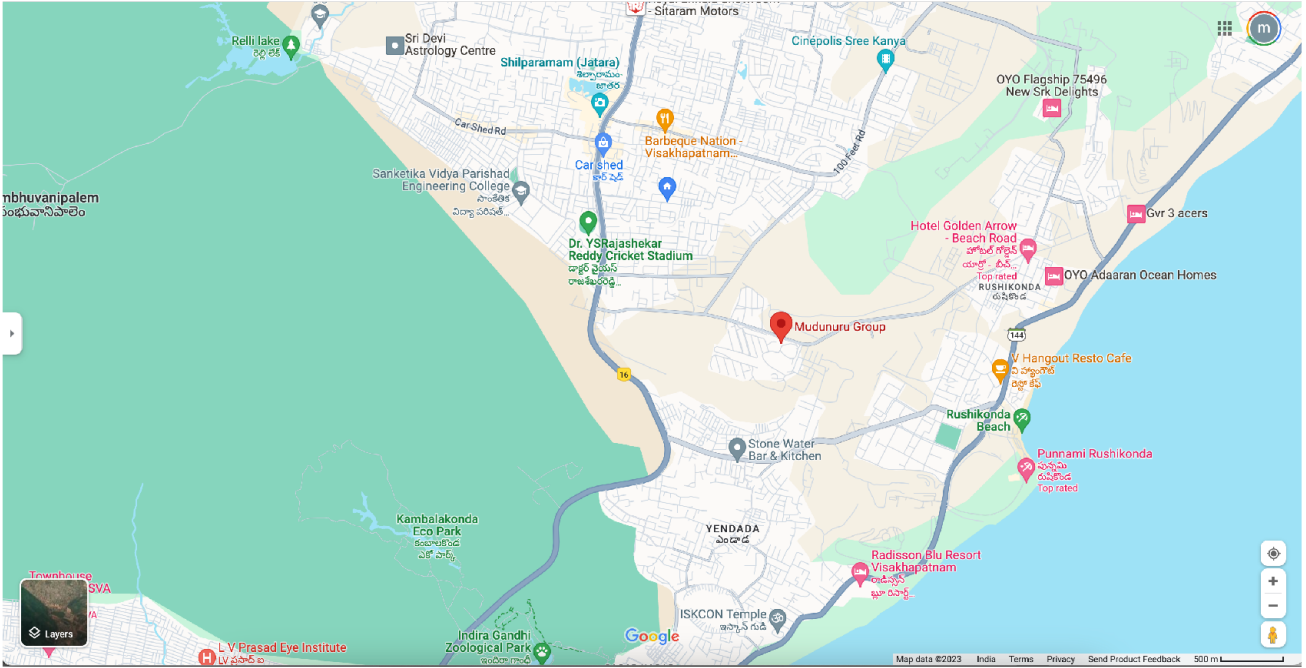
Date:

(Signature of the shareholder)

OFFICE ROUTE MAP

Google Maps Link:

<https://go.mudunuru.com/office>



Mudunuru

info@mudunuru.ai

www.mudunuru.ai

