

To,

Date: 23.02.2024

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)
---	--

Unit: Mudunuru Limited

Sub: Notice for the Extra- Ordinary General Meeting of the Company.

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Notice for the 1st Extra-Ordinary General Meeting of the Company for the financial year 2023-24 scheduled to be held on Saturday, 16.03.2024 at 11.00 a.m. at the 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 530 045.

Further, 09.03.2024 is fixed as the cut-off date for e-voting in connection with the Extra-Ordinary General Meeting of the Company.

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)

NOTICE

Notice is hereby given that the 1ST Extra Ordinary General Meeting of the Members of **MUDUNURU LIMITED** for Financial Year 2023-2024 will be held on Saturday, 16th March, 2024 at 11:00 a.m. at the registered office of the Company situated at Door No.2-21/1/22, The Glitz, Commercial Building, Panorama Hills, Shriram Properties, Yendada, Vishakhapatnam, Vishakhapatnam- 530045, Andhra Pradesh, India to transact the following Special business;

SPECIAL BUSINESS:

1. APPOINTMENT OF Mrs. RAGA SITA MANJARI THUMMALAPALLI AS THE EXECUTIVE DIRECTOR OF THE COMPANY (Brief Profile: Annexure A to this Notice).

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013, provisions of SEBI (LODR) Regulations, 2015 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Raga Sita Manjari Thummalapalli (DIN: 08103474), who was appointed by the Board of Directors as an Additional Director (category-Executive) of the Company on recommendation of Nomination and Remuneration Committee with effect from 14.02.2024 who holds office up to the date of forth coming Annual General Meeting be and is hereby appointed as Executive Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, as amended from time to time, approval of the members be and is hereby accorded for the appointment of Mrs. Raga Sita Manjari Thummalapalli, as the Executive Director of the Company for a period of 3 years with effect from 14th February 2024 at a remuneration of Rs. 2,00,000/- per month as mentioned in the explanatory statement.”

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during her tenure, the Company shall pay a gross monthly salary of Rs 2,00,000 to Mrs. Raga Sita Manjari Thummalapalli, remuneration by way of salary and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government of India from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

2. ISSUE OF 24,09,500 EQUITY SHARES TO THE PROMOTER AND THE DIRECTORS BY WAY OF CONVERSION OF UNSECURED LOANS OF RS. 2,89,14,000/-.

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

“RESOLVED THAT in terms of Sections 42 and 62 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares on conversion of unsecured loans and other applicable regulations of SEBI, if any, the approval of the members of the Company by way of special resolution be and is hereby accorded to the Board of Directors to Offer, Issue and Allot not exceeding 24,09,500 (Twenty Four Lakhs Nine Thousand Five Hundred) Equity Shares of Rs. 2 /- each on conversion of unsecured loans, to the promoter and the Directors (whose names shall be recorded by the company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws at an issue price of Rs. 12.00/- per share (including a premium of Rs. 10.00/- per share) on such other terms and conditions as may be determined by the Board upon conversion of the unsecured loans of Rs. 2,89,14,000/- (Rupees Two Crores Eighty- Nine Lakhs Fourteen Thousand Only) outstanding in the name of the following Proposed Allottees:

S.No.	Name of the proposed Allottee	No. of Equity Shares to be issued	Unsecured Loan Amount to be converted (Rs.)
1.	Madhusudan Raju Mudunuru, Managing Director and Promoter	14,09,500	1,69,14,000
2.	Kiran Thummalapalli, Executive Director	10,00,000	1,20,00,000
Total		24,09,500	2,89,14,000

“RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date’. The “relevant date” for the purpose of pricing of equity shares is 15.02.2024 i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the equity shares issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the equity shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment thereto from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, if necessary, keeping in view the provisions of various Enactments and Guidelines in force from time to time.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Equity in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Company shall apply for listing of the equity shares and make an application to the Depositories for admission of the said equity shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. ISSUE OF 1,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO CERTAIN IDENTIFIED NON-PROMOTER PERSONS:

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 Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited (“**BSE**”) and subject to such conditions and modifications as may be prescribed while granting such approvals and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the approval of the members of the Company by way of special resolution be and is hereby accorded to the Board to Create, Offer, Issue and Allot not exceeding 1,00,000 (One Lakhs) equity shares of Rs. 2/- each at an issue price of Rs. 12/- per share (including a premium of Rs. 10/- per share) aggregating up to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) to the non-promoters as mentioned below (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws on such other terms and conditions as may be determined by the Board.”

S.No.	Name of the proposed Allottee	No. of Equity Shares to be issued	Amount (Rs.)
1.	Siva Kumar Reddy Chappidi	60,000	7,20,000
2.	Priyanka Agarwal	40,000	4,80,000
Total		1,00,000	12,00,000

“RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date’. The “relevant date” for the purpose of pricing of equity shares is 15.02.2024 i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the equity shares issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted on during the financial year shall be entitled to the dividend, if any, declared including other

corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorised to issue and allot Equity Shares of the Company by remitting the issue price.”

“RESOLVED FURTHER THAT the Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment thereto, from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of equity shares, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Equity in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Company shall apply for listing of the equity shares and make an application to the Depositories for admission of the said equity shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. ISSUE OF 88,00,000 WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER AND THE DIRECTORS BY WAY OF CONVERSION OF UNSECURED LOANS OF RS. 2,64,00,000/-.

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 Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares including warrants and other applicable regulations of SEBI, if any; and other rules, regulations, guidelines, notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (“SEBI”) and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited (“BSE”) and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board be deemed shall include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company by way of special resolution be and is hereby accorded to the Board to Create, Offer, Issue and Allot in one or more tranches not exceeding 88,00,000 (Eighty Eight Lakhs) convertible warrants to the promoter and the Directors (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws at an issue price of Rs. 12/- per warrant and the said warrants are liable to be converted into 88,00,000 equity shares at an issue price of Rs. 12/- per share (including a premium of Rs. 10/- per share) aggregating up to Rs. 10,56,00,000/- (Rupees Ten Crores and Fifty Six Lakhs Only) on such other terms and conditions as may be determined by the Board to the following allottees.”

S.No.	Name of the proposed Allottee	Warrants proposed to be allotted	No. of Shares after conversion
1.	Madhusudan Raju Mudunuru, Managing Director and Promoter	50,00,000	50,00,000
2.	Kiran Thummalapalli, Executive Director	38,00,000	38,00,000
Total		88,00,000	88,00,000

“RESOLVED FURTHER THAT the pricing of the convertible warrants to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date’. The “relevant date” for the purpose of pricing of convertible warrants is 15.02.2024 i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the resultant equity shares issued on conversion of warrants shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted on conversion of warrants during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorised to issue and allot Equity Shares of the Company upon exercise of the option in the Warrants held by the Warrant holder(s) by remitting the issue price.”

“RESOLVED FURTHER THAT the resultant Equity Shares allotted on conversion of warrants in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment thereto, from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of warrants, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.”

"RESOLVED FURTHER THAT the allotment of aforesaid warrants shall be in accordance with the following terms and conditions:

- A warrant by itself shall not give to a warrant holder thereof, any rights of the shareholder of the Company.
- In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of the warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the

equity shares of the Company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said warrant holders and

- In the event the Company's equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business or other reorganization or restructuring of the Company, tender offer for equity shares of sale of undertaking, necessary adjustments with respect to the terms of the aforesaid warrants shall be made by the Company and such other action as may be deemed necessary or appropriate by the Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Company shall apply for listing of the resultant equity shares on conversion of warrants and make an application to the Depositories for admission of the said warrants and resultant equity shares on conversion of warrants.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of warrants and resultant equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. ISSUE OF 8,00,000 WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO CERTAIN IDENTIFIED NON-PROMOTER PERSONS:

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 Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares including warrants and other applicable regulations of SEBI, if any; and other rules, regulations, guidelines, notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (“SEBI”) and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited (“BSE”) and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board be deemed shall include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company by way of special resolution be and is hereby accorded to the Board to Create, Offer, Issue and Allot in one or more tranches not exceeding 8,00,000 (Eight Lakhs) convertible warrants to the non-promoters (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws at an issue price of Rs. 12/- per warrant and the said warrants are liable to be converted into 8,00,000 equity shares at an issue price of Rs. 12/- per share (including a premium of Rs. 10/- per share) aggregating up to Rs. 96,00,000/- (Rupees Ninety-Six Lakhs Only) on such other terms and conditions as may be determined by the Board to the following allottees.”

S.No.	Name of the proposed Allottee	Warrants proposed to be allotted	No. of Shares after conversion
1.	Hemambara Rao Boddeti, Executive Director	4,00,000	4,00,000
2.	Bharathi Chalasani	4,00,000	4,00,000
Total		8,00,000	8,00,000

“RESOLVED FURTHER THAT the pricing of the convertible warrants to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date’. The “relevant date” for the purpose of pricing of convertible warrants is 15.02.2024 i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the resultant equity shares issued on conversion of warrants shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted on conversion of warrants during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorised to issue and allot Equity Shares of the Company upon exercise of the option in the Warrants held by the Warrant holder(s) by remitting the issue price.”

“RESOLVED FURTHER THAT the resultant Equity Shares allotted on conversion of warrants in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment thereto, from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of warrants, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.”

"RESOLVED FURTHER THAT the allotment of aforesaid warrants shall be in accordance with the following terms and conditions:

- A warrant by itself shall not give to a warrant holder thereof, any rights of the shareholder of the Company.
- In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of the warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said warrant holders and
- In the event the Company's equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business or other reorganization or restructuring of the Company, tender offer for equity shares of sale of undertaking, necessary adjustments with respect to the terms of the aforesaid warrants shall be made by the Company and such other action as may be deemed necessary or appropriate by the

Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Company shall apply for listing of the resultant equity shares on conversion of warrants and make an application to the Depositories for admission of the said warrants and resultant equity shares on conversion of warrants.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of warrants and resultant equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Sd/-

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

**Place: Vishakhapatnam
Date: 14.02.2024**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LODR) REGULATIONS, 2015

Item No. 1

The members may note that Mrs. Raga Sita Manjari Thummalapalli was inducted into Board as an Additional Director of the company in the executive category, with effect from 14th February 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier. As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

Pursuant to recommendation of Nomination and Remuneration committee, the Board of Directors in its meeting held on 14th February 2024, approved the appointment of Mrs. Raga Sita Manjari Thummalapalli as Whole-time Director of the Company with effect from 14th February 2024 for a period of 3 years commencing from 14th February 2024 to 13th February 2027 at a remuneration with effect from 14th February 2024 of Rs. 2,00,000/- p.m. which is subject to approval of the shareholders with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Mrs. Raga Sita Manjari Thummalapalli in this regard.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no. 1.

Except Mr. Thummalapalli Kiran, Executive Director, none of the other Directors /Key Managerial Personnel and their relatives, are in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION:

1	Nature of Industry: Computers - Software & Consulting
2	Date or expected date of commencement of commercial: 09.03.1994
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable

4	Financial performance based on given indications			
	Particulars	2022-23 (Rs. in lakhs)	2021-22 (Rs. in lakhs)	2019-20 (Rs. in lakhs)
	Turnover	218.07	101.50	409.28
	Net profit after Tax	(137.95)	(205.84)	7.48
5	Foreign investments or collaborations, if any: Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE:

1.	Background Details: Mrs. Raga Sita Manjari Thummalapalli is a Graduate in Computer Science and has over 16 years of experience with a background in both Front-end and Back-end operations.
2.	Past Remuneration: Not Applicable
3.	Recognition or awards: Not Applicable
4.	Job Profile and his suitability: She has experience in IT, Software Development, Management and Operations.
5.	Remuneration proposed: Rs. 2,00,000/- per month Apart from other perquisites and allowances.
6.	Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mrs. Raga Sita Manjari Thummalapalli and the responsibilities shouldered on her, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, she is holding 1,39,485 Equity Shares of the Company.
8.	Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years: None

III.OTHER INFORMATION:

1.	Reasons for inadequate profits: The Company is facing stiff competition in the business and is not able to obtain fresh contracts.
2.	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability. The company is planning to recruit new talent to meet the market demands of new technology solutions.
3.	Expected increase in productivity and profit in measurable terms: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

ANNEXURE-A:

Details of Directors seeking appointment at the Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mrs. Raga Sita Manjari Thummalapalli
DIN	08103474
Date of Birth	11/10/1980
Date of first appointment	NA
Board Meetings attended during the year	NA
Brief Resume, Qualification and Experience	Mrs. Raga Sita Manjari Thummalapalli is a Graduate in Computer Science and has over 16 years of experience with a background in both Front-end and Back-end operations.
Expertise in specific functional area	IT, Software Development, Management and Operations.
Terms and conditions of appointment	Appointment as Executive Director w.e.f. 14.02.2024 for a period of 3 years
Remuneration drawn, if any	Not Applicable
Relationships between Directors inter se	Except Mr. Kiran Thummalapalli, Executive Director being her relative, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.
Name of the Listed entities in which the person also holds the directorship and the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years*	NIL
Other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL
Number of shares held in the Company	1,39,485 Equity Shares

Item No. 2 & 3:

The Special Resolutions as mentioned in item no. 2 & 3 of notice proposed to authorize the Board of Directors to issue and allot not exceeding 24,09,500 **equity shares of Rs. 2 /- each on conversion of unsecured loans and 1,00,000 equity shares of Rs. 2 /- each** at an issue price of Rs. 12/- each including premium of Rs. 10/- per equity share, on preferential basis (aggregating to 25,09,500 equity shares) in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

A. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto is stated below. As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the equity shares as stated in the resolutions on preferential basis.

(I) Objects of the preferential issue/particulars of the offer:

It is proposed to issue not exceeding 24,09,500 equity shares of Rs. 2 /- each on conversion of unsecured loans of Rs. 2,89,14,000/- to the promoter and the Director at a price of Rs. 12/- per share (including a premium of Rs. 10/- per share). Further it is proposed to issue not exceeding 1,00,000 equity shares of Rs. 2 /- each to the non-promoters. The fresh issue of 1,00,000 equity shares to non-promoters on preferential basis at an issue price of Rs. 12/- per share (including a premium of Rs. 10/- per share) is to meet the additional working capital requirements and General Corporate Purposes.

(II) Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 14.02.2024 has approved to issue not exceeding 24,09,500 equity shares of Rs. 2 /- each at an issue price of Rs. 12/- each including a premium of Rs. 10/- per equity share on conversion of unsecured loans of Rs. 2,89,14,000/- and also preferential issue of 1,00,000 equity shares of Rs. 2 /- each at an issue price of Rs. 12/- each including a premium of Rs. 10/- per equity share, i.e., for Rs. 12,00,000/-, subject to the approval of members.

(III) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer;

24,09,000 Equity shares of Rs. 2 /- each at an issue price of Rs. 12/- each including a premium of Rs. 10/- per equity share on conversion of unsecured loans shall be issued to the following the promoter and the Director who had consented to convert their unsecured loans into equity shares as mentioned below.

S.No.	Name of the proposed Allottee	No. of Equity Shares to be issued on conversion of loans	Unsecured Loan Amount to be converted (Rs.)
1.	Madhusudan Raju Mudunuru, Managing Director and Promoter	14,09,500	1,69,14,000
2.	Kiran Thummalapalli, Executive Director	10,00,000	1,20,00,000
Total		24,09,500	2,89,14,000

In addition to the above, the Proposed preferential issue of 1,00,000 equity shares of Rs. 2 /- each at an issue price of Rs. 12/- each including a premium of Rs. 10/- per equity share has been offered to the non-promoters and accordingly, will be subscribed by them.

The Company will take necessary steps to obtain the required approvals from BSE Limited or any other regulatory agency as may be applicable, for listing of the proposed issue of equity shares on conversion of unsecured loans and also preferential issue of equity shares.

(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows:

Sl. No	Category	Pre-Issue Holding		Proposed issue on conversion of unsecured loans		Proposed preferential issue of equity shares		Post Issue Holding*	
		No. of Equity shares	% of shares	No. of shares	% of Shares	No. of shares	% of Shares	No. of shares	% of Shares
A	Promoter Shareholding								
1	Individuals /HUF	1,46,57,461	51.09	14,09,500	--	1,60,66,961	51.5		
2	Body Corporate/Trust	--	--		--	--	--		
	Sub-Total (A)	1,46,57,461	51.09	14,09,500	--	1,60,66,961	51.5		
B	Public Shareholding								
1	Institutions								
	A. Domestic	--	--		--	--	--		
	B. Foreign	47265	0.16		--	47265	0.15		

2	Non-Institutions						
(i)	Bodies Corporate	74,593	0.26		--	74,593	0.24
(ii)	Individuals	1,39,11,176	48.49	10,00,000	1,00,000	1,50,11,176	48.11
(iii)	HUF	--	--		--	--	--
(iv)	NRIs	5	0.00		--	5	0.00
(v)	IEPF	--	--		--	--	--
	Sub-Total (B)	1,40,33,039	48.91	10,00,000	1,00,000	1,51,33,039	48.5
	Grand Total (A+B)	2,86,90,500	100.00	24,09,500	1,00,000	3,12,00,000	100.00

* The post issue paid-up capital is determined after considering entire preferential allotments proposed to be made under item No. 2 & 3 of this notice and the pre-issue shareholding continues as per the pre issue shareholding of the Company.

(V) Time frame within which the preferential issue shall be completed and material terms:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:

List of proposed allottees: All the proposed allottees as furnished herein below are the ultimate beneficial owners of the shares along with their status as to promoter / non – promoter, pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue.

Sr. No.	Identity of proposed Preferential Allottee	Pre issue holding	% of shares	Proposed issue on conversion of unsecured loans	Proposed preferential issue	Post issue holding	Post issue % holding
Promoter							
1	Madhusudan Raju Mudunuru	1,46,57,461	51.09 %	14,09,500	--	1,60,66,961	51.50 %
Non- Promoters							
2	T. Kiran	2,43,225	0.85%	10,00,000	--	12,43,225	3.98 %
3	Siva Kumar Reddy	--	--	--	60,000	60,000	0.19 %
4	Priyanka Agarwal	--	--	--	40,000	40,000	0.13 %

Change in control: As a result of the proposed preferential allotment of equity shares, there will be no change in the composition of the Board of Directors and no change in control of the Company.

(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

- As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- If the amount payable on account of the re-computation of price, if any is not paid within the time stipulated in the specified regulations, the securities shall continue to be locked-in till the time such amount is paid.

(VIII) Practicing Company Secretary Certificate:

Certificate from Ms. Aakanksha Sachin dubey , Practicing Company Secretary confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company under the web link <https://www.mudunuru.com/>.

(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto.

In terms of the provisions of Regulation 165 of ICDR Regulations, the shares of the Company are not frequently traded and the price at which equity shares are to be issued therefore shall be determined as per the valuation certificate issued by a registered valuer.

Provided that the Company shall submit a certificate stating that the Company is in compliance of this regulation, obtained from an independent valuer to the stock exchange where the equity shares of the issuer are listed.

A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in chapter V of SEBI (ICDR) Regulations, 2018.

The Company has considered the Valuation Report dated 14th February, 2024 issued by Mr. J Ganesh, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/02/2019/11472) having office at #82, Srestha 2nd Floor, 4th Avenue, Ashok Nagar, Chennai. The Valuation Report shall be available for inspection by the members on the Company's website under the weblink: <https://www.mudunuru.com/>. As per the Valuation Report, the price equity share of the Company Stands at Rs. 11.88/- per share against which the proposed to issue equity shares and/or warrants at an issue price of Rs. 12/- each.

(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

Not Applicable as the allotment will be made for cash.

(XI) SEBI Takeover code:

In the present case none of the proposed allottees has attracted SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

(XIII) Lock-in Period:

The equity shares to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) Listing:

The Company will make an application to BSE Limited at which the existing equity shares are presently listed. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

(XV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

(XVI) Compliances:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

(XVII) Other disclosures/undertaking:

1. Neither the Company, its Promoters nor the Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations are not applicable.
2. None of its directors or promoters is fugitive economic offender as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolutions;
6. The Company is in compliance with the conditions for continuous listing;

7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
10. No person belonging to the promoters / promoter group has previously subscribed to and paid for any shares of the Company during the last one year.
11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

(XVIII) Monitoring Agency:

Since the issue size is below One hundred Crores Rupees, the Company is not required to appoint to Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

(XIX) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolutions, which would result in a further issuance of securities of the Company to the promoters and non- promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of 2 and 3 resolutions as a Special Resolutions as set out in the Notice.

Except Mr. Madhusudan Raju Mudunuru, Managing Director and Mr. T. Kiran, Executive Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the above resolutions except.

Item No:4 & 5:

The Special Resolution as mentioned in the notice proposes to authorize the Board of Directors to issue and allot not exceeding **96,00,000 convertible warrants** at an issue price of Rs. 12/- each on preferential basis in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

A. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto is stated below. As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the convertible warrants as stated in the resolutions on a preferential basis.

(I) Objects of the preferential issue/particulars of the offer:

It is proposed to issue not exceeding 88,00,000 convertible warrants to the promoter and the Directors on conversion of unsecured loans of Rs. 2,64,00,000/- (25 % of the total price of Rs.12/- per warrant). The amount may be realised at the time of conversion on payment of the balance 75% of the price per warrant will be utilised to meet the additional working capital requirements and General Corporate Purposes.

Further it is proposed to issue not exceeding 8,00,000 convertible warrants at an issue price of Rs. 12/- per share (including a premium of Rs. 10/- per share) to the non- promoters is to meet the additional working capital requirements and General Corporate Purposes.

(II) Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 14.02.2024 has approved to issue not exceeding 88,00,000 convertible warrants at an issue price of Rs. 12/- each aggregating up to Rs. 10,56,00,000 (Rupees Ten Crores Fifty Six Lakhs Only) on conversion of unsecured loans of Rs. 2,64,00,000/- and issue of not exceeding 8,00,000 convertible warrants at an issue price of Rs. 12/- each aggregating up to Rs. 96,00,000 (Rupees Ninety Six Lakhs Only), subject to the approval of members.

(III) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer;

88,00,000 convertible warrants at an issue price of Rs. 12/- each on conversion of unsecured loans shall be issued to the following the promoter and the Director who had consented to convert their unsecured loans into convertible warrants as mentioned below:

S.No.	Name of the proposed Allottee	No. of warrants to be issued	Unsecured Loan Amount to be converted (Rs.)
1.	Madhusudan Raju Mudunuru, Managing Director and Promoter	50,00,000	1,50,00,000
2.	Kiran Thummalapalli, Executive Director	38,00,000	1,14,00,000
Total		88,00,000	2,64,00,000

In addition to the above, the Proposed preferential issue of 8,00,000 convertible warrants of at an issue price of Rs. 12/- has been offered to the following non-promoters and accordingly, will be subscribed by them.

S.No.	Name of the proposed Allottee	Warrants proposed to be allotted	No. of Shares after conversion
1.	Hemambara Rao Boddeti, Executive Director	4,00,000	4,00,000
2.	Bharathi Chalasani	4,00,000	4,00,000
Total		8,00,000	8,00,000

The Company will take necessary steps to obtain the required approvals from BSE Limited or any other regulatory agency as may be applicable, for listing of the proposed issue of convertible warrants on conversion of unsecured loans and also preferential issue of convertible warrants.

(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the proposed warrants are converted into equity shares):

Sl. No	Category	Pre-Issue Holding*						Post Issue Holding**	
		No. of Equity shares	% of shares	Proposed preferential issue on conversion of unsecured loans (a)	Proposed preferential issue of equity shares (b)	Proposed issue of convertible warrants on conversion of unsecured loans (c)	Proposed preferential issue of convertible warrants (d)	No. of Equity shares	% of Shares
A	Promoter Shareholding								
1	Individuals /HUF	1,46,57,461	51.09	14,09,500	--	50,00,000	--	2,10,66,961	51.63
2	Body Corporate/Trust	--	--		--		--	--	--
	Sub-Total (A)	1,46,57,461	51.09	14,09,500	--	50,00,000	--	2,10,66,961	51.63

B	Public Shareholding								
1	Institutions								
	A. Domestic	--	--		--		--	--	--
	B. Foreign	47265	0.16		--		--	47265	0.12
2	Non-Institutions								
(i)	Bodies Corporate	74,593	0.26		--		--	74,593	0.18
(ii)	Individuals	1,39,11,176	48.49	10,00,000	1,00,000	38,00,000	8,00,000	1,96,11,176	48.07
(iii)	HUF	--	--		--		--	--	--
(iv)	NRIs	5	0.00		--		--	5	0.00
(v)	IEPF	--	--		--		--	--	--
	Sub-Total (B)	1,40,33,039	48.91	10,00,000	1,00,000	38,00,000	8,00,000	1,97,33,039	48.37
	Grand Total (A+B)	2,86,90,500	100.00	24,09,500	1,00,000	88,00,000	8,00,000	4,08,00,000	100.00

* pre-issue shareholding consists of the existing shareholding before considering the proposed preferential issues (a, b, c & d in the above table).

** The post issue paid-up capital is arrived after considering entire preferential allotments proposed to be made under this notice (a, b, c & d), assuming full conversion of proposed issue of warrants (c & d) and on fully diluted basis.

(V) Time frame within which the preferential issue shall be completed and material terms:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

An amount, as decided by the Board of Directors, equivalent to 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

a. The holder of warrants will have an option to convert by remitting the balance 75% of the issue price and apply for and be allotted 1 (one) Equity Share of the Company per each warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches. Upon receipt of the full payment as above, the Board or Committee shall allot one Equity Share per each Warrant.

b. If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period as specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.

c. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.

d. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:

List of proposed allottees: All the proposed allottees as furnished herein below are the ultimate beneficial owners of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue.

Sr. No.	Identity of proposed Preferential Allottee	Pre issue holding *	% of shares	Proposed issue on conversion of unsecured loans	Proposed issue of convertible warrants on conversion of unsecured loans	Proposed issue of convertible warrants	No. of Shares after conversion	% of shares on conversion **
Promoter								
1	Madhusudan Raju Mudunuru	1,46,57,461	51.09 %	14,09,500	50,00,000	--	2,10,66,961	51.63 %
Non- Promoters								
2	T. Kiran	2,43,225	0.85%	10,00,000	38,00,000	--	50,43,225	12.36 %
3	Hemambara Rao Boddeti	1,00,000	0.32%	1,00,000	--	4,00,000	5,00,000	1.23 %
4	Jhansi Rani Boddeti	--		--	--	4,00,000	4,00,000	0.98 %

* pre-issue shareholding consists of the existing shareholding before considering the proposed preferential issues.

** The post issue paid-up capital is arrived after considering entire preferential allotments proposed to be made under this notice, assuming full conversion of proposed issue of warrants and on fully diluted basis.

Change in control: As a result of the proposed preferential allotment of convertible warrants, there will be no change in the composition of the Board of Directors and no change in control of the Company.

(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

3. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
4. If the amount payable on account of the re-computation of price, if any is not paid within the time stipulated in the specified regulations, the warrants shall continue to be locked-in till the time such amount is paid by the warrant holder.

(VIII) Practicing Company Secretary Certificate:

Certificate from Ms. Aakanksha Sachin dubey , Practicing Company Secretary confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company under the web link <https://www.mudunuru.com/>.

(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the Convertible Warrants proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 15.02.2024, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 16.03.2024).

The price of the Convertible Warrants proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto.

In terms of the provisions of Regulation 165 of ICDR Regulations, the shares of the Company are not frequently traded and the price at which Convertible Warrants are to be issued therefore shall be determined as per the valuation certificate issued by a registered valuer.

Provided that the Company shall submit a certificate stating that the Company is in compliance of this regulation, obtained from an independent valuer to the stock exchange where the equity shares of the issuer are listed.

A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in chapter V of SEBI (ICDR) Regulations, 2018.

The Company has considered the Valuation Report dated 14th February, 2024 issued by Mr. J Ganesh, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/02/2019/11472) having office at #82, Srestha 2nd Floor, 4th Avenue, Ashok Nagar, Chennai. The Valuation Report shall be available for inspection by the members on the Company's website under the weblink: <https://www.mudunuru.com/>. As per the Valuation Report, the price equity share of the Company Stands at Rs. 11.88/- per share against which the proposed to issue equity shares and/or warrants at an issue price of Rs. 12/- each.

(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

Not Applicable as the allotment will be made for cash.

(XI) SEBI Takeover code:

In the present case none of the proposed allottees has attracted SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of convertible warrants on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

(XIII) Lock-in Period:

The convertible warrants and resultant equity shares to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) Listing:

The Company will make an application to BSE Limited at which the existing equity shares are presently listed, for listing of the equity shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

(XV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

(XVI) Compliances:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

(XVII) Other disclosures/undertaking:

12. Neither the Company, its Promoters nor the Directors have been declared as willful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations are not applicable.
13. None of its directors or promoters is fugitive economic offender as defined under the ICDR Regulations.
14. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
15. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
16. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
17. The Company is in compliance with the conditions for continuous listing;
18. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
19. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
20. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
21. No person belonging to the promoters / promoter group has previously subscribed to and paid for any warrants of the Company during the last one year.

22. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

(XVIII) Monitoring Agency:

Since the issue size is below One hundred Crores Rupees, the Company is not required to appoint to Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

(XIX) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/convertible warrants, such shares/ convertible warrants shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non- promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of 4 and 5 resolutions as a Special Resolutions as set out in the Notice.

Except Mr. Madhusudan Raju Mudunuru, Managing Director, Mr. Hemambara Rao Boddeti, Executive Director and Mr. T. Kiran, Executive Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the above resolutions except.

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

Sd/-

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

**Place: Vishakhapatnam
Date: 14.02.2024**

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, Vishakhapatnam, Andhra Pradesh, India, 530045, 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. 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
6. facility to exercise their right to vote at the Extra Ordinary General Meeting, "EGM" by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
7. 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.
8. Commencement of e-voting: from 9.00 AM IST on 13.03.2024 to 5.00 PM on 15.03.2024.
9. E-Voting shall not be allowed beyond 5.00 PM on 15.03.2024, during the e-Voting period, shareholders of the Company, holding shares in physical form or in dematerialized form as on 09.03.2024 may cast their vote electronically.
10. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.

11. 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.
12. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
13. 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 Extra Ordinary General Meeting.
14. 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.
15. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.mudunuru.com/>. The Notice calling the EGM can also be accessed from the website of the BSE Limited at www.bseindia.com.
16. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
17. 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.

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

The voting period begins on 13.03.2024 at 09.00 A.M. and ends on 15.03.2024 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 09.03.2024 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 system of all e-Voting Service Providers i.e.</p>

	<p>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 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>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</p>

	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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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 OR Date of Birth (DOB)	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. <ol style="list-style-type: none"> 1. 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 09th March, 2024 (For Agenda items 1 to 3) 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 13th March, 2024 and will remain open throughout on all the days up to 5.00 p.m. on 15th March, 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, 16th March 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

9. The Company has appointed Ms. Aakanksha, Practicing Company Secretary (ACS No: 49041), as Scrutinizer for conducting the e-voting process for the Extra Ordinary 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.

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

Sd/-

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

**Place: Vishakhapatnam
Date: 14.02.2024**