



EL/SEC/2023-24/38

May 31, 2023

Corporate Relationship Department  
**BSE Limited**  
1st Floor, New Trading Ring Rotunda  
Building, P J Towers, Dalal Street, Fort,  
Mumbai - 400 001

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

**Script Code:** 543533

**Symbol:** EMUDHRA

Dear Sir/Madam,

**Sub: Notice of the 15th Annual General Meeting (AGM) and Annual Report 2022-23**

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed herewith the Notice of the 15th Annual General Meeting of shareholders scheduled to be held on Thursday, June 29, 2023 at 11:00 a.m. IST through video conferencing (VC) / Other Audio-visual Means (OA VM) and the Annual Report for the Financial year 2022-23 which will be circulated to the shareholders through electronic mode.

The said Notice of AGM is also being made available on the Company's website i.e., [www.emudhra.com](http://www.emudhra.com).

This is for your information and records.

Thanking you

Yours faithfully,

**For eMudhra Limited**

**Johnson Xavier**  
**Company Secretary & Compliance Officer**  
**Membership No. A28304**

Encl: As Above.





**Annual General Meeting Notice**



## ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 15th Annual General Meeting of the members of eMudhra Limited, will be held on June 29, 2023 at 11:00 a.m. IST through Video Conferencing / Other Audio-Visual means without the physical presence of the members at a common venue, to transact the following business. The venue of the meeting shall be deemed to be the registered office of the company.

### Ordinary Business

1. To receive, consider and adopt:
  - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.
2. To Declare Dividend on Preference Shares and Equity Shares for the financial year 2022-23
3. To appoint a director in place of Mr. Venu Madhava (DIN: 06748204), who retires by rotation and, being eligible, offers himself for re-appointment.

### Special Business

#### **4. Re-appointment of Dr Nandlal Laxminarayan Sarda (DIN: 00147782) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to Section 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, Dr Nandlal Laxminarayan Sarda holding DIN: 00147782 (Age 75 years) who was appointed as an Independent Director of the Company with effect from June 19, 2018 at the Annual General Meeting held on July 20, 2018, for a term of five years and

who holds office of the Independent Director upto June 18, 2023 and who has submitted a declaration that he meets the criteria of independence as provided in the Act and the Listing regulations, and is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years with effect from June 19, 2023 to June 18, 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**RESOLVED FURTHER THAT** the certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required.”

#### **5. Re-appointment of Mr. Venu Madhava (DIN: 06748204) as a Whole-Time Director of the Company**

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

“**RESOLVED THAT** pursuant to Section 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, recommendations of the Board of Directors, and subject to such other consents and permission as may be necessary, approval of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Venu Madhava holding DIN: 06748204 as Whole-time Director for period of five years from April 01, 2023 with remuneration ranging from Rs. 60,00,000/- to 1,20,00,000/ per annum as may be decided by the Board of Directors from time to time and with all other perquisites as may be applicable to other Senior Management Employees of the Company.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Venu Madhava, by way of salary, allowance and perquisites, shall not exceed the maximum limits as prescribed under schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. V Srinivasan, Chairman of the Company and Mr. Venu Madhava, Whole-Time Director of the Company be and are hereby severally

authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required.”

**Date and Place: April 28, 2023, Bangalore**  
**CIN: L72900KA2008PLC060368**

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

**Registered Office:**

eMudhra Digital Campus,  
No. 12-P1-A & 12-P1-B,  
Bangalore IT Park Industrial Area,  
B K Palaya, North, Jala Hobli,  
Bengaluru, Karnataka 562149  
Email ID: corporate@emdhra.com  
Website: www.emudhra.com  
Tel No: 080 4848 4001

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

## NOTES

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, and No. 11/2022 dated December 28, 2022 and Circular dated January 15, 2021 read with Circular dated May 12, 2020 issued by the Securities and Exchange Board of India (collectively referred to as “Circulars”), has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Circulars, the Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM.
2. The AGM is being held pursuant to the MCA and SEBI circulars through VC/ OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. In line with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice has been uploaded on the website of the Company at [www.emudhra.com](http://www.emudhra.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of M/s. Link Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e., <https://linkintime.co.in>.
4. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution, is annexed hereto and forms part of this Notice.
5. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at eMudhra Digital Campus, No. 12-P1-A & 12-P1-B, Bangalore IT Park Industrial Area, B K Palaya, North, Jala Hobli, Bengaluru, Karnataka 562149 India, which shall be the deemed Venue of the

AGM. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.

6. Since this AGM is being held through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. The relevant details, pursuant to 1.2.5 of the Secretarial Standards on General Meetings (SS- 2) and Regulation 36(3) of the (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Director seeking appointment/re-appointment at the 15th AGM is provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
8. M/s. Link Intime India Private Limited, Registrar & Transfer Agent of the Company (“RTA”), shall be providing the facility for voting and attending the AGM through VC. Members may note that the VC facility provided by RTA allows participation of upto 1,000 members on a first-come-first-served basis. The members (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Board Governance Committee and Stakeholders Relationship Committee, auditors, scrutinizers, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. The detailed instructions for remote e-voting, participation in the AGM through VC and for e-voting during the AGM are provided in Annexure B attached to this Notice.

## ANNEXURE A

### Details of Directors seeking appointment/re-appointment

**Information pursuant to 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Director seeking appointment/re-appointment.**

Particulars	Dr Nandlal Laxminarayan Sarada	Mr. Venu Madhava
Age	75 years	48 years
Qualifications	IIT Bombay	National Law College, Shimoga
Date of First appointment on the Board	June 19, 2018	January 10, 2014
Terms and Conditions of Appointment	As stated in this Notice pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	As stated in this Notice pursuant to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Remuneration last Drawn	Sitting Fee is paid for attending the Board and relevant Committee Meeting and commission on net profit is paid. Total amount paid during 2022-23 Rs. 19,91,007/-	Total amount paid during 2022-23 Rs. 57,42,254/-
Number of meetings of the Board attended during the financial year (FY 2022-23)	10	10
Remuneration proposed to be paid	He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings and Commission on net profit within the limits stipulated under Section 197 of the Companies Act, 2013.	The remuneration of Mr. Venu Madhava for the period of five years would be ranging from 60,00,000/-to 1,20,00,000/- per annum with effect from April 01, 2023 as may be decided by the Board from time to time.
Brief Resume	Dr. Nandlal Laxminarayan Sarada holds a master's degree in technology in electrical engineering from Indian Institute of Technology, Bombay. He has doctor of philosophy degree from Indian Institute of Technology, Bombay. He has previously served as the dean of academic programmes, IIT Bombay in which role he also coordinated with the Society for Innovation and Entrepreneurship (SINE). He is presently serving on the board of Cybertech Systems and Software Limited.	Mr. Venu Madhava holds a bachelor's degree in commerce and a bachelor's degree in law, both from Kuvempu University. He has over 13 years of experience as Manager - Legal at Adecco India.



Expertise in specific functional areas and experience	He has been on the technology committee of several large institutions in India for several years.	Since completing his education, he has been working in legal related areas for several years.
Relationship with Directors, Managers & KMP	Not related to any other Director, Managers and Key Managerial Personnel.	Not related to any other Director, Managers and Key Managerial Personnel.
Shareholding	Nil	68,000 Equity Shares by exercise of ESOPS
Directorships held in other companies (including Listed Companies)	Cybertech Systems and Software Limited	1. eMudhra Technologies Limited 2. eMudhra Consumer Services Limited
Memberships/Chairmanships of committees of other companies	<b>Cybertech Systems and Software Limited:</b> <ul style="list-style-type: none"> <li>• Audit committee – Member</li> <li>• Nomination and remuneration committee – Member</li> <li>• Stakeholders' Relationship committee – Member</li> <li>• Corporate Social Responsibility committee – Member</li> </ul>	Nil
Listed entities from which the person has resigned in the past three years	Ujjivan Small Finance Bank Limited	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the Nomination and Remuneration Policy following are the skills/expertise/ competencies required: <ul style="list-style-type: none"> <li>• Degree holder in relevant disciplines;</li> <li>• Experience of management in a diverse organization;</li> <li>• Excellent interpersonal, communication and representational skills;</li> <li>• Demonstrable leadership skills;</li> <li>• Commitment to high standards of ethics, personal integrity and probity;</li> <li>• Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;</li> <li>• Having continuous professional development to refresh knowledge and skills.</li> </ul>	As per the Nomination and Remuneration Policy following are the skills/expertise/ competencies required: <ul style="list-style-type: none"> <li>• Degree holder in relevant disciplines;</li> <li>• Experience of management in a diverse organization;</li> <li>• Excellent interpersonal, communication and representational skills;</li> <li>• Demonstrable leadership skills;</li> <li>• Commitment to high standards of ethics, personal integrity and probity;</li> <li>• Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;</li> <li>• Having continuous professional development to refresh knowledge and skills.</li> </ul>
	Dr. Nandlal Laxminarayan Sarada fulfils the abovementioned skills/ expertise / competencies.	Mr. Venu Madhava fulfils the abovementioned skills/ expertise / competencies.

## ANNEXURE B

### Remote e-Voting Instructions for shareholders:

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

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider name i.e. LINK INTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name i.e., LINK INTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

## 2. Individual Shareholders holding securities in demat mode with CDSL

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

## 3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e., LINK INTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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

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

## Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon
2. E-voting page will appear
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour/ Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link)
4. After selecting the desired option i.e., Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

## Guidelines for Institutional shareholders:

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

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

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

## Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43.



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

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

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

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

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

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No. 4**

The shareholders of the Company at the Annual General Meeting held on July 20, 2018, appointed Dr Nandlal Laxminarayan Sarda (DIN: 00147782) as an Independent Director of the Company for a term of five years with effect from June 19, 2018 upto June 18, 2023.

He holds a Phd degree in technology and was dean of IIT Mumbai. He was in technology committee of several large institutions in India. His contribution to the Company during his first term of five years has been exceptional especially in technology related areas and aspects. In view of this the Board has recommended that he shall be reappointed as an independent director for the second term of five years commencing from June 19, 2023. Dr. Sarda is attaining the age of 75 on May 02, 2023. In view of this his continuation for second term would require shareholder’s approval by way of special resolution.

In accordance with the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, as Dr Nandlal Laxminarayan Sarda has going to attained the age of 75 years and also

satisfies all the related conditions of the regulation, it is intended to seek approval of the shareholders by way of special resolution, for his re-appointment as non-executive, Independent Director in compliance with the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr Nandlal Laxminarayan Sarda fulfils the core skills/expertise/ capabilities required in the context of the Company's business and sector as mentioned in the Nomination and Remuneration Policy of the Company. The Company has received a notice in writing from Dr Nandlal Laxminarayan Sarda proposing his candidature for appointment as an Independent Director on the Board of the Company.

Dr Nandlal Laxminarayan Sarda has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Listing Regulations. Also, the Company has received other necessary disclosures and declarations from Dr Nandlal Laxminarayan Sarda including the declaration that he is not debarred from holding the office of director pursuant to any SEBI Order. In the opinion of the Board, Dr Nandlal Laxminarayan Sarda fulfils the conditions specified in the Act read with the Rules made thereunder and the Listing Regulations, for re-appointment as Independent Director and he holds necessary qualification, experience, and expertise to serve as Independent Director on the Board of the Company. Also, in the opinion of the Board, Dr Nandlal Laxminarayan Sarda is independent of the Management.

Pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Dr Nandlal Laxminarayan Sarda as an Independent Director on the Board of the Company. Draft Letter of appointment of Dr Nandlal Laxminarayan Sarda setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Additional information in respect of Dr Nandlal Laxminarayan Sarda, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

The Board of Directors recommend the resolutions set out at Item no. 4 for approval of the shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives, other than Dr Nandlal Laxminarayan Sarda, are deemed to be concerned or interested financially or otherwise, in the proposed resolution.

#### **Item No. 5**

Mr. Venu Madhava holding DIN: 06748204 is associated with the Company as Board

member since January 10, 2014, though his association with Company is more than a decade. His guidance has been valuable to the Company. The Board of Directors of the Company at its meeting held on April 28, 2023, with recommendation of the Nomination and Remuneration Committee and, subject to the approval of members of the Company, has re-appointed Mr. Venu Madhava as Whole-time Director of the Company for a period of five (5) years with effect from April 01, 2023 to March 31, 2028 on the terms and conditions including remuneration in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder. The remuneration of Mr. Venu Madhava for the period of five years would be as may be decided by the Board from time to time within the range of 60,00,000/- to 1,20,00,000/- per annum with effect from April 01, 2023. Mr. Venu Madhava will also be eligible for such other perquisites as may be applicable to other Senior Management Employees of the Company.

Mr. Venu Madhava satisfies all the conditions set out in Para – I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

Additional information in respect of Mr. Venu Madhava, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

The Board of Directors recommend the resolutions set out at Item no. 5 for approval of the shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Venu Madhava, are deemed to be concerned or interested financially or otherwise, in the proposed resolution.

**Date and Place: April 28, 2023, Bangalore**  
**CIN: L72900KA2008PLC060368**

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

**Registered Office:**

eMudhra Digital Campus,  
No. 12-P1-A & 12-P1-B,  
Bangalore IT Park Industrial Area,  
B K Palaya, North, Jala Hobli,  
Bengaluru, Karnataka 562149  
Email ID: corporate@emdhra.com  
Website: www.emudhra.com  
Tel No: 080 4848 4001

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