



EL/SEC/2023-24/85

August 24, 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: Intimation of outcome of Board Meeting held on August 24, 2023.

In furtherance of our intimation dated August 21, 2023, we wish to inform you that at the meeting of the Board of Directors ("**Board**") of eMudhra Limited ("**Company**") Company held today, *i.e.*, August 24, 2023, the Board of Directors of the Company approved and took on record the following items:

- a. Approved proposal for raising of funds of up to and not exceeding Rs. 250 crores (Rupees Two Hundred and Fifty Crores only) by way of creation, offering and issuance of any instrument or security for cash, with or without green shoe option including equity shares, fully or partly convertible debentures, any other equity based instruments or securities, convertible preference shares of any kind or type, Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**"), Foreign Currency Convertible Bonds ("**FCCBs**"), and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) or any combination thereof in one or more tranches and/or one or more issuances simultaneously or otherwise through one or more public issue(s), preferential issues(s) or private placement (including one or more tranches through Qualified Institutions Placements (QIP)) and/or any combination thereof or any other method in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (each as amended), or through any other permissible mode or any combination thereof in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, subject to the receipt of necessary approvals, including the approval of the members of the Company and such other regulatory and statutory approvals as may be required.
- b. Approved the constitution of, and delegation of powers to, the Fund Raising Committee.
- c. Approved the notice convening meeting of the shareholders of the Company for seeking shareholders' approval.



- d. Reclassification of certain Key Managerial Personnel (KMP) as Senior Management, in accordance with the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015, each as amended.

The Board meeting commenced at 3:30 P.M. and concluded at 3:53 P.M. A certified copy of the resolution passed by the Board of Directors is enclosed for your information and records.

We request you to take the above information on record and the same be treated as compliance under Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015, as amended.

Thanking you

Yours faithfully,

For eMudhra Limited

Johnson Xavier
Company Secretary & Compliance Officer
Membership No. A28304



EXTRACTS FROM THE MINUTES OF MEETING OF THE OF BOARD OF DIRECTORS OF M/S. EMUDHRA LIMITED HELD ON AUGUST 24, 2023, AT 3:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 12-P1-A & 12-P1-B, BANGALORE IT PARK INDUSTRIAL AREA, B K PALAYA, JALA HOBOLI, BENGALURU - 562149

TO CONSIDER AND APPROVE RAISING OF FUNDS IN ONE OR MORE TRANCHES, BY ISSUANCE OF EQUITY SHARES AND/OR OTHER ELIGIBLE SECURITIES

“RESOLVED THAT subject to the approval of the shareholders of the Company through a special resolution and pursuant to Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (**“Act”**) (including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014), and other applicable rules made thereunder each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (**“SEBI Debt Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**) and the Foreign Exchange Management Act, 1999 and the regulations and rules issued thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 5/- each of the Company are listed (**“Stock Exchanges”**, and such equity shares, the **“Equity Shares”**); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India (**“GOI”**), Ministry of Corporate Affairs (**“MCA”**), Reserve Bank of India (**“RBI”**), Securities and Exchange Board of India (**“SEBI”**), Stock Exchanges, Registrar of Companies, Karnataka at Bangalore (**“RoC”**) and such other statutory/regulatory authorities), and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned statutory/regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the board of directors of the Company (**“Board”**), which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board the Board be and is hereby authorised to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, with or without green shoe option, by way of an issue of fully paid-up Equity Shares, fully or partly convertible debentures, any other equity based instruments or securities, convertible preference shares of any kind or type, Global Depository Receipts (**“GDRs”**), American Depository Receipts (**“ADRs”**), Foreign Currency Convertible Bonds (**“FCCBs”**),

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CIN - L72900KA2008PLC060368

and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) (all of which are hereinafter referred to as “**Securities**”), combination of any of the aforementioned Securities in one or more tranches and/or one or more issuances simultaneously or otherwise for an aggregate amount of up to and not exceeding Rs. 250 crores (Rupees Two Hundred and Fifty Crores only) which may include a discount of up to not more than 5 (five) percent on the floor price calculated as per Regulation 176 of the SEBI ICDR regulations, at such time or times, (inclusive of such premium to face value as may be fixed on such Securities), whether Rupee denominated or denominated in one or more foreign currencies, through one or more public issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors in the course of domestic or international offerings, through issue of prospectus, and/or preliminary placement document, placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/writings/ circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, a mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor registered with SEBI, foreign portfolio investor other than individuals, corporate bodies and family offices, public financial institution, scheduled commercial bank, multilateral and bilateral development financial institution, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority of India, provident fund with minimum corpus of Rs. 25 crores, pension fund with minimum corpus of Rs. 25 crore registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and/or any other categories of investors, who are authorised to invest in the Securities of the Company in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations, whether they be holders of the Securities or not (collectively referred to as the “**Investors**”), as may be decided by the Board/committee in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms and conditions including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, in such manner and on such terms and conditions as may be deemed appropriate by the Board/committee in its absolute discretion including the discretion to determine the categories of Investors to whom to offer, issue and allot such Securities, and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India or overseas jurisdictions.

RESOLVED FURTHER THAT, if the Company proposes to allot any Securities by way of Qualified Institutions Placement (“**QIP**”) to Qualified Institutional Buyers (“**QIBs**”) in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of SEBI ICDR Regulations):



- I. The allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the Act and/ or SEBI ICDR Regulations, from time to time;
- II. The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- III. The relevant date for determination of the floor price of the Eligible Securities to be issued shall be:
 - (i) in case of allotment of Equity Shares, the date of meeting in which the Board decides to open the issue, and/or,
 - (ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible debentures, or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;
- IV. The Eligible Securities (excluding warrants) shall be allotted as fully paid up and in dematerialised form;
- V. The issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (“**Floor Price**”), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. However, the Board, in consultation with the book running lead manager(s), may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;
- VI. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
- VII. The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- VIII. In the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;

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- IX. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees in a manner as may be prescribed from time to time under the SEBI ICDR Regulations and a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- X. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to the special resolution;
- XI. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
- XII. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company; and
- XIII. The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari-passu* in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof, be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank *pari-passu* with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT in case of offering of any Securities, including without limitation any GDRs/ ADRs or other securities convertible into equity shares, consent of the Board, subject to approval of shareholders of the Company, be and is hereby accorded to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank *pari-passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as GDRs or ADRs, the terms and conditions including the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014, as amended (the “2014 Scheme”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Framework for issue of Depository Receipts dated October 10, 2019 issued by the SEBI, as amended and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactment thereof).

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a committee thereof, in consultation with the book running lead manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorized to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the QIP including among other things, the date of opening and closing of the QIP, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of preliminary and final placement document(s), interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement, monitoring agency agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilisation of the proceeds of the QIP, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof be and is hereby authorized to approve, finalise, execute, ratify, an/or amend/modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of book running lead managers/ legal counsel/ bankers/ advisors/ registrars/monitoring agency and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof is authorised to seek the listing of Eligible Securities on any stock exchange (s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution

RESOLVED FURTHER THAT the Board or duly constituted committee thereof is authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

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RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution.”

Certified True Copy

For eMudhra Limited



Johnson Xavier
Company Secretary
Membership No. A28304



EXTRACTS FROM THE MINUTES OF MEETING OF THE OF BOARD OF DIRECTORS OF M/S. EMUDHRA LIMITED HELD ON AUGUST 24, 2023, AT 3:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 12-P1-A & 12-P1-B, BANGALORE IT PARK INDUSTRIAL AREA, B K PALAYA, JALA HOBBLI, BENGALURU - 562149

TO CONSIDER AND APPROVE THE CONSTITUTION OF, AND DELEGATION OF POWERS TO, THE FUND RAISING COMMITTEE.

The Board is requested to consider and approve the constitution of Fund Raising Committee by passing the following resolution, with or without modifications:

“RESOLVED FURTHER THAT subject to the approval of the shareholders of the Company by way of a special resolution for the purpose of giving effect to the aforesaid fund raising resolution, a committee of the Board named the **“Fund Raising Committee”**, consisting of the following directors:

1. Mr. V Srinivasan
2. Mr. Venu Madhava
3. Mr. Chandrasekar Padmanabhan

be and is hereby constituted and authorised on behalf of the Board to undertake the following acts, deeds and things deemed necessary or desirable in its absolute discretion, in relation to the proposed issue:

1. to decide on the timing, pricing (including discount), quantum and all the terms and conditions of the issue and allotment of the Securities, to allot the Securities, and to approve any amendments, modifications, variations or alterations thereto, in accordance with applicable law;
2. to appoint and enter into arrangements with the book running lead manager(s), escrow bank(s), registrar, legal advisor(s), and any other agencies or persons or intermediaries, and to negotiate and finalise the terms of their appointment, including but not limited to negotiation, finalisation and execution of engagement letters, placement agreement, escrow agreement and other agreements with such entities;
3. to seek by making requisite applications as may be required, any approval, consent or waiver from the Company’s lenders and/ or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/ or any/ all concerned government, statutory and regulatory authorities, and/ or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the Securities;
4. to make any applications, seek clarifications, obtain approvals and seek exemptions, if necessary, in relation to the creation, issuance, allotment and listing of the Securities, from any statutory, regulatory or governmental authority or the stock exchanges, the Securities and Exchange Board of India, the Reserve Bank of India, Registrar of Companies or any other parties (including, without limitation, any experts or persons with whom the Company has entered into commercial or other agreements), as may be required or expedient and to accept, on behalf of the Board, such

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conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions as may be required;

5. to finalise, approve and settle and to execute and deliver or arrange the filing of the preliminary placement document and placement document (along with the application form) (in draft or final form) with the Stock Exchanges, Registrar of Companies, and any other appropriate regulatory authorities, and negotiation and execution of any other documents, deeds, agreements and instruments as may be required or desirable in relation to the Issue;
6. to open such accounts, including escrow account(s), as are required for purposes of the issue, in accordance with applicable law, and to give such instructions including closure thereof as may be required and deemed appropriate;
7. to make applications to the Stock Exchanges for in-principle and final approvals for listing and trading of Securities, and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges in relation thereto;
8. to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, including with respect to the issue, offer or allotment of the Securities, terms of the issue, utilisation of the issue proceeds, appointment of intermediaries for the issue and such other issues as it may, in its absolute discretion deem fit;
9. to take such action, give such directions, as may be necessary or desirable as regards the issue and to do all such acts, matters, deeds and things, including but not limited to approval of application forms, confirmation of allocation notes (CAN), the allotment of the Securities against the valid applications received from QIBs in the issue, as are in the best interests of the Company and in accordance with applicable law;
10. to authorise and approve the incurring of expenditure, payment of fees, commission, remuneration, and reimbursement of any authorized expenses in connection with the Issue;
11. to prepare and authorize filing of foreign exchange reporting with the RBI, as may be necessary;
12. to authorise any director(s), officer(s) or authorized representatives of the Company, including by the grant of powers of attorney and/or on joint and/or several basis, to do all such acts, deeds, matters and things as the authorized persons in his or their sole and absolute discretion may deem necessary or expedient in connection with the offer, issue and allotment of the Securities; and
13. to do all such acts, deeds, matters and things and negotiate and execute all such documents, agreements, etc., including certificates, undertakings, authorities, consents, communications, declarations and affidavits necessary or desirable for the issue in accordance with applicable law.

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RESOLVED FURTHER THAT the Fund Raising Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board.

RESOLVED FURTHER THAT, Mr. V Srinivasan, Executive Chairman and Mr. Venu Madhava, Whole-Time Director of the Company be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.

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

**Certified True Copy
For eMudhra Limited**



**Johnson Xavier
Company Secretary
Membership No. A28304**



EXTRACTS FROM THE MINUTES OF MEETING OF THE OF BOARD OF DIRECTORS OF M/S. EMUDHRA LIMITED HELD ON AUGUST 24, 2023 AT 3:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 12-P1-A & 12-P1-B, BANGALORE IT PARK INDUSTRIAL AREA, B K PALAYA, JALA HOBOLI, BENGALURU - 562149

“RESOLVED THAT an extraordinary general meeting of the shareholders of the Company be convened to approve the following:

1. To consider and approve raising of funds in one or more tranches, by issuance of equity shares and/or other eligible securities.

“RESOLVED FURTHER THAT an extraordinary general meeting of the shareholders of the Company be and is hereby called and convened, in accordance with the provisions of Section 101 of the Companies Act, 2013 and the articles of association of the Company, on Friday, 22nd day of September, 2023 at 11:00 a.m. (IST) via Video Conferencing (“VC”) or other audio visual means (“OAVM”) to transact the business set forth in the notice, a draft of which is presented before the Board initialled by the Chairman for the purpose of identification and the abovementioned draft notice along with the explanatory statement thereto for convening the extraordinary general meeting, be and is hereby approved.”

“RESOLVED FURTHER THAT Mr. V Srinivasan, Executive Chairman, or Mr. Johnson Xavier, Company Secretary of the Company be and are hereby authorised to send the necessary notices to the shareholders and take all such steps and actions, in terms of the draft notice placed before the Board and duly initialled by the Chairman for identification, to make all such filing and registrations as may be required to give effect to the resolution and to obtain approval of the shareholders.”

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

**Certified True Copy
For eMudhra Limited**



**Johnson Xavier
Company Secretary
Membership No. A28304**



EXTRACTS FROM THE MINUTES OF MEETING OF THE OF BOARD OF DIRECTORS OF M/S. EMUDHRA LIMITED HELD ON AUGUST 24, 2023, AT 3:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 12-P1-A & 12-P1-B, BANGALORE IT PARK INDUSTRIAL AREA, B K PALAYA, JALA HOBBLI, BENGALURU - 562149

RECLASSIFICATION OF KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGEMENT

The Chairman informed the Board that some of the Key Managerial Personnel ("KMPs") of the Company are reclassified as Senior Management pursuant to the regulations prescribed by SEBI. He placed on the table the list of KMPs and Senior Management for the consideration. The Board after due deliberations, passed the following resolution:

RESOLVED THAT pursuant to the provisions of section 203 of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Act and the rules made thereunder, including any amendments thereto or re-enacted thereof for the time being in force, and in accordance with the Regulation 16 (1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and Regulation 2(1)(bbbb) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") the following are reclassified as Key Managerial Personnel and Senior Management:

Sl. No.	Name	Designation	Key Managerial Personnel/ Senior Management
1	Venkatraman Srinivasan	Chairman	Key Managerial Personnel
2	Venu Madhava	Whole-Time Director	Key Managerial Personnel
3	Saji K Louiz	Chief Financial Officer	Key Managerial Personnel
4	Johnson Xavier	Company Secretary	Key Managerial Personnel
5	Biju Varghese	Sr. VP & Sales Head India and APAC	Senior Management
6	Kaushik Srinivasan	Sr. VP & Head Product and Delivery	Senior Management
7	Arvind Srinivasan	Sr. VP & Head International Business	Senior Management
8	Janarthanan S	Sr. VP & Head Customer Success	Senior Management
9	Vijay Kumar	Sr. VP & CTO	Senior Management
10	Kiran A M	VP & Head Customer Operations	Senior Management

RESOLVED FURTHER THAT, the above-mentioned officers/personnel of the Company are: (i) the members of the core management team of the Company excluding the Board of Directors; (ii) members of the management one level below the chief executive officer or managing director or whole-time director or manager (including the chief executive officer or manager, if they are not part of the Board of Directors of the Company); (iii) all functional heads by whatever name called; (iv) the Company Secretary of the Company; and (v) the Chief Financial Officer.

eMudhra Limited



RESOLVED FURTHER THAT Mr. V Srinivasan, Executive Chairman and Mr. Venu Madhava, Whole Time Director of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary to give effect to this resolution.”

**Certified True Copy
For eMudhra Limited**



**Johnson Xavier
Company Secretary
Membership No. A28304**