



EL/SEC/2026-27/20

May 25, 2026

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 18th Annual General Meeting (AGM)**

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 18th Annual General Meeting of shareholders scheduled to be held on Thursday, June 25, 2026 at 11:00 a.m. IST through video conferencing (VC) / Other Audio-visual Means (OA VM) which will be circulated to the shareholders through electronic mode.

We would further like to inform that the Company has fixed June 18, 2026 as the cut-off date for ascertaining the names of the shareholders holding shares who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM.

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 18<sup>th</sup> Annual General Meeting of the members of eMudhra Limited, will be held on Thursday, June 25, 2026, 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, 2026, 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, 2026, together with the Report of the Auditors thereon.
2. To Declare Dividend on Equity Shares for the financial year 2025-26
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. To re-appoint Ms. Chandra Iyer (DIN:08111743) 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, Ms. Chandra Iyer holding DIN: 08111743 (Age: 68 years) who was appointed as an Independent Director of the Company with effect from August 13, 2021 at the General Meeting held on October 26, 2021, for a term of five years and who holds office of the Independent Director upto August 12, 2026 and who has submitted a declaration that she 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 August 13, 2026 to August 12, 2031.

**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. To re-appoint Mr. Chandrasekar Padmanabhan (DIN:00503673) 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, Mr. Chandrasekar Padmanabhan holding DIN: 00503673 (Age 67 years) who was appointed as an Independent Director of the Company with effect from November 03, 2021 at the General Meeting held on November 05, 2021, for a term of five years and who holds office of the Independent Director up to November 02, 2026 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 November 03, 2026 to November 02, 2031.

**RESOLVED FURTHER THAT** 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** 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: May 06, 2026,  
Bengaluru**

**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,  
Bengaluru IT Park Industrial Area,  
B K Palya, North, Jala Hobli,  
Bengaluru, Karnataka 562149  
Email id: corporate@emudhra.com  
Website: [www.emudhra.com](http://www.emudhra.com)  
Tel No: 080 4848 4001

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

## NOTES

1. The Ministry of Corporate Affairs has allowed conducting the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed with the requirement of personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, followed by Circular Nos. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 ("MCA Circulars) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/POD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-POD-I 2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (collectively referred to as "Circulars"), has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI 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 conducted through VC/OAVM in accordance with MCA Circular No. 14/2020 dated April 08, 2020, and other applicable MCA and SEBI circulars, the facility for appointing proxies to attend and vote at the AGM is not available and the proxy form, attendance slip, and route map are not annexed to this notice. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.
3. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.

4. Information regarding appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), is annexed hereto and forms part of this notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.
7. In line with the aforesaid MCA Circular, the Notice calling the AGM 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 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (agency for providing the remote e-voting facility) i.e. <https://instavote.linkintime.co.in>
8. The Company has fixed Thursday, June 18, 2026, as the 'Record Date' for determining entitlement of shareholders to receive dividend for the FY 2025-26, if approved at the AGM.
9. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form).
10. 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, Bengaluru IT Park Industrial Area, B K Palya, North, Jala Hobli, Bengaluru, Karnataka 562149 India, which shall be the deemed Venue of the AGM.

11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for remote e-voting, participation in the AGM through VC and for e-voting during the AGM is annexed hereto.

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

### **Login method for Individual shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode with NSDL

#### **METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

- f) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- g) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- h) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- i) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password.
  - e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speeds" facility by scanning the QR code mentioned below for seamless voting experience.



### **METHOD 3 - NSDL e-voting website**

- a) Visit URL: <https://www.evoting.nSDL.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

### **METHOD 1 - CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - CDSL Easi/ Easiest facility:**

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP on InstaVote**

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit". (Home page of e-voting will open. Follow the process given under "Steps to cast

|                   |                             |  |
|-------------------|-----------------------------|--|
| Instavote USER ID | NSDL                        | User ID is 6 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678). |
|                   | CDSL                        | User ID is 16 Digit Beneficiary ID.  |
|                   | Share held in physical form | User ID is Event No. + Folio no. registered with the Company   |

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - o Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
  - o Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
  - o Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).  
Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

|                   |                             |  |
|-------------------|-----------------------------|--|
| Instavote USER ID | NSDL                        | User ID is 6 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678). |
|                   | CDSL                        | User ID is 16 Digit Beneficiary ID.  |
|                   | Share held in physical form | User ID is Event No. + Folio no. registered with the Company   |

## **STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.

- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

**NOTE:**

Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

**Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address

**Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

## **STEP 2 – Investor Mapping**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:

- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
- 3) ‘Investor PAN’ - Enter your 10-digit PAN.
- 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

## **STEP 3 – Steps to cast vote for Resolutions through InstaVote**

The corporate shareholder can vote by two methods, during the remote e-voting period.

### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**NOTE: Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

### HELPDESK:

#### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000.

#### **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.

| <b>Login type</b>  | <b>Helpdesk details</b>  |
|--|--|
| 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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000  |
| 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 toll free no. 1800 22 55 33 |

## Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>



- Click on "Login" under 'SHARE HOLDER' tab.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

## **General Instructions - Shareholders**

- ❖ 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”.

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### **INSTAMEET VC INSTRUCTIONS:**

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In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

### **Login method for shareholders to attend the General Meeting through InstaMeet:**

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company Name” and register with your following details:
  - c) Select Check Box - Demat Account No. / Folio No. / PAN
    - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
    - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
    - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
    - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
    - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- d) Click “Go to Meeting”.

You are now registered for InstaMeet, and your attendance is marked for the meeting.

## **Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
- b) Shareholders will get confirmation on a first come first served basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

## **Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link "Cast your vote".
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- g)

### **Note:**

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

### **Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

### **OTHER GUIDELINES FOR MEMBERS:**

1. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut- off date.
2. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 18<sup>th</sup> AGM by email and holds shares as on the cut-off date i.e. Friday, June 18, 2026, may obtain the User ID and password by sending a request to the Company's email address [companysecretary@emudhra.com](mailto:companysecretary@emudhra.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on the NSDL website.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.

4. Mr. S. P. Nagarajan, Practicing Company Secretary (CP No: 4738 and Peer Review Certificate No. I2002KR300400), has been appointed as the Scrutinizer to scrutinize remote e-Voting process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.
  
5. The Results of voting will be declared within 2 working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website: [www.emudhra.com](http://www.emudhra.com) and on the website of National Securities Depository Limited; such results will also be forwarded to the National Stock Exchange of India Limited, BSE Limited, where the Company's shares are listed.

## **ANNEXURE TO NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND/OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

#### **ITEM NO.4**

Ms. Chandra Iyer (DIN: 08111743) was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from August 13, 2021 and ending on August 12, 2026, and is eligible for re-appointment for a second term in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Chandra Iyer is an Independent Director of our Company. She holds a bachelor's degree in commerce and a master's degree in commerce, both from the University of Mumbai. She has diploma in financial management from the directorate of distance education, University of Mumbai. She has previously served as the president of Anunta Technologies Management Services Limited for over two years and is on the board of Lords Freight (India) Private Limited, Mahindra Retail Limited and Mumbai Mantra Media Limited. She has over 35 years of experience.

Based on the performance evaluation carried out by the Board, including evaluation of the performance of the Independent Directors, and considering the experience, expertise, knowledge, and contribution made by Ms. Chandra Iyer during her first term, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the opinion that her continued association would be beneficial to the Company and recommends her re-appointment as an Independent Director for a second term of five (5) consecutive years commencing from August 13, 2026 to August 12, 2031 not liable to retire by rotation.

Ms. Chandra Iyer has given a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations and has registered her name in the Independent Directors' Databank. She has also confirmed that she is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director.

In the opinion of the Board, Ms. Chandra Iyer fulfils the conditions specified in the Act and the Rules made thereunder and the SEBI LODR Regulations for re-appointment as an Independent Director and is independent of the management.

The terms and conditions of re-appointment are available for inspection by the Members at the Registered Office of the Company during business hours.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Ms. Chandra Iyer, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution for approval of the Members, as a Special Resolution.

#### **ITEM NO. 5**

Mr. Chandrasekar Padmanabhan (DIN: 00503673) was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from November 03, 2021 and ending on November 02, 2026, and is eligible for re-appointment for a second term in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Chandrasekar Padmanabhan is an Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India and passed the final examination of the Institute of Company Secretaries of India. He worked with ICICI Bank Limited for a period of over three years. He has over 35 years of experience. He was appointed as the first director of Erudite Capital Creations Private Limited and continued to hold the office till October 31, 2018.

Based on the performance evaluation carried out by the Board, including evaluation of the performance of the Independent Directors, and considering the experience, expertise, knowledge, and contribution made by Mr. Chandrasekar Padmanabhan during his first term, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the opinion that his continued association would be beneficial to the Company and recommends his re-appointment as an Independent Director for a second term of five (5) consecutive years commencing from November 03, 2026 to November 02, 2031 not liable to retire by rotation.

Mr. Chandrasekar Padmanabhan has given a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI LODR Regulations and has registered his name in the Independent Directors' Databank. He has also confirmed that he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director.

In the opinion of the Board, Mr. Chandrasekar Padmanabhan fulfils the conditions specified in the Act and the Rules made thereunder and the SEBI LODR Regulations for re-appointment as an Independent Director and is independent of the management.

The terms and conditions of re-appointment are available for inspection by the Members at the Registered Office of the Company during business hours.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Chandrasekar Padmanabhan, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the resolution for approval of the Members, as a Special Resolution.

## DETAILS OF DIRECTOR SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

|   |   |
|---|---|
| <b>Name of the Director</b>   | Ms. Chandra Iyer  |
| <b>DIN</b>  | 08111743  |
| <b>Date of Birth</b>  | September 30, 1957  |
| <b>Age</b>  | 68 years  |
| <b>Date of first appointment on the Board</b>   | 13-08-2021  |
| <b>Qualification</b>  | She holds a bachelor's degree in commerce and a master's degree in commerce, both from the University of Mumbai. She has diploma in financial management from the directorate of distance education, University of Mumbai.    |
| <b>Experience</b>   | Over 35 Years   |
| <b>Nature of expertise in specific functional areas</b>   | She has served as the president of Anunta Technologies Management Services Limited for over two years, and is on the board of Lords Freight (India) Private Limited, Mahindra Retail Limited and Mumbai Mantra Media Limited. |
| <b>Terms and conditions of appointment</b>  | Appointment as an Independent Director, for a period of 5 (five) years, with effect from August 13, 2026.   |
| <b>Details of remuneration last drawn (FY 2025-26)</b>  | Sitting fees were paid for attending the Board and relevant committee meetings and commission on net profit was paid for the FY 2025-26.<br>Total amount paid during 2025-26 was Rs. 17.7 lakhs                               |
| <b>Details of remuneration sought to be paid</b>  | She will be paid sitting fee and commission up to 1% of net profits to be shared by all independent directors.  |
| <b>Directorships in other listed Companies (excluding foreign companies)</b>                            | Nil   |
| <b>Membership/Chairpersonship of Committees in other listed companies (excluding foreign companies)</b> | Nil   |
| <b>Listed entities from which the Director has resigned from</b>  | None  |

|   |  |
|---|--|
| <b>Directorship in last 3 (three) years</b>   |  |
| <b>No. of Board Meetings attended during 2025-26 (upto the date of this Notice)</b>           | 5  |
| <b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b> | Not related to any other directors or KMPs |
| <b>No. of shares held (as on the date of this Notice):</b>                                    |  |
| <b>(a) Own</b>  | Nil  |
| <b>(b) For other persons on a beneficial basis</b>  | Nil  |

### **DETAILS OF DIRECTOR SEEKING APPOINTMENT**

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

|   |   |
|---|---|
| <b>Name of the Director</b>                             | Mr. Chandrasekar Padmanabhan  |
| <b>DIN</b>  | 00503673  |
| <b>Date of Birth</b>                                    | May 25, 1958  |
| <b>Age</b>  | 67 years  |
| <b>Date of first appointment on the Board</b>           | 03-11-2021  |
| <b>Qualification</b>                                    | Chandrasekar Padmanabhan is an Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India and passed the final examination of the Institute of Company Secretaries of India                                 |
| <b>Experience</b>                                       | Over 35 years   |
| <b>Nature of expertise in specific functional areas</b> | He has worked with ICICI Bank Limited for a period of over three years. He has over 35 years of experience. He was appointed as the first director of Erudite Capital Creations Private Limited and continued to hold the office till October 31, 2018. |
| <b>Terms and conditions of appointment</b>              | Appointment as an Independent Director, for a period of 5 (five) years, with effect from November 03, 2026.   |
| <b>Details of remuneration last drawn (2025-26)</b>     | Sitting fees were paid for attending the Board and relevant committee meetings and  |

|   |   |
|---|---|
|   | commission on net profit was paid for the FY 2025-26.<br>Total amount paid during 2025-26 was Rs. 18.5 lakhs  |
| <b>Details of remuneration sought to be paid</b>  | He will be paid sitting fee and commission up to 1% of net profits to be shared by all independent directors. |
| <b>Directorships in other listed Companies (excluding foreign companies)</b>                            | Nil   |
| <b>Membership/Chairpersonship of Committees in other listed companies (excluding foreign companies)</b> | Nil   |
| <b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>   | None  |
| <b>No. of Board Meetings attended during 2025-26 (upto the date of this Notice)</b>                     | 5   |
| <b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>           | Not related to any other directors or KMPs  |
| <b>No. of shares held (as on the date of this Notice):</b>  |   |
| <b>(a) Own</b>  | Nil   |
| <b>(b) For other persons on a beneficial basis</b>  | Nil   |

**Date and Place:**

**May 06, 2026, Bengaluru**

**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,  
Bengaluru IT Park Industrial Area,  
B K Palya, North, Jala Hobli,  
Bengaluru, Karnataka 562149  
Email id: corporate@emudhra.com  
Website: www.emudhra.com  
Tel No: 080 4848 4001

Sd/-

[Johnson Xavier]

[Company Secretary & Compliance Officer]

[Membership No. A28304]