

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF EMUDHRA LIMITED HELD ON MAY 10, 2022 AT 11:00 A.M. AT EMUDHRA DIGITAL CAMPUS, NO. 12-P1-A & 12-P1-B, BANGALORE IT PARK INDUSTRIAL AREA, B K PALAYA, NORTH, JALA HOBLI, BENGALURU – 562149.

APPROVAL OF THE RED HERRING PROSPECTUS

The Board noted that in response to the draft red herring prospectus dated November 12, 2021 (the “DRHP”) filed by the Company with the Securities and Exchange Board of India (the “SEBI”), the Company has received the final observation letter bearing reference no. SEBI/SRO/OW/SG/AK/2022/10422/1 dated March 11, 2022 from SEBI, which contained its observations and requests for inclusion of further details in the red herring prospectus to be filed by the Company with the Registrar of Companies, Karnataka at Bangalore (the “RoC”), the BSE Limited and the National Stock Exchange of India Limited (together the “Stock Exchanges”). The draft of the red herring prospectus to be filed with the RoC, after incorporating the necessary updates and changes and after providing such additional information in the document as advised by SEBI, was filed with the SEBI on March 25, 2022 and SEBI noted the changes and provided their approval on April 07, 2022.

The copy of red herring prospectus of the Company was placed before the Board for their approval. The Board approved the same and passed the following resolutions:

“RESOLVED THAT, in furtherance of the resolution passed by the Board on March 25, 2022, and the draft of the red herring prospectus dated May 10, 2022 of the Company (“RHP”) which is placed at the meeting and containing the requisite information as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the interim observations from SEBI dated December 14, 2021 and the final observation letter bearing reference no SEBI/SRO/OW/SG/AK/2022/10422/1 dated March 11, 2022 from SEBI, the Companies Act, 2013 read with the rules made thereunder, each as amended, or any statutory modification(s) or re-enactment(s) thereof and other applicable laws and regulations, be and is hereby approved for filing with the regulatory authorities and is taken on record.”

“RESOLVED FURTHER THAT the preliminary international wrap dated May 10, 2022 of the Company which is placed before the Board in respect of the Offer of the Company (“Preliminary International Wrap”), be and is hereby approved.”

eMudhra Limited

No.56, Sai Arcade, 3rd Floor, Outer Ring Road, Devarabeesanahalli, Bangalore – 560103
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CIN - U72900KA2008PLC060368

“RESOLVED FURTHER THAT, Mr. V Srinivasan, Executive Chairman. Mr. Venu Madhava, Whole-Time Director and Mr. Johnson Xavier, Company Secretary & Compliance Officer, be and are hereby severally authorised do all such acts, deeds, matters and things and execute all engagement letters, memoranda of understanding, agreements and such other documents as they may, in their sole and absolute discretion, deem necessary to implement the above resolution in relation to the Preliminary International Wrap, the RHP and the Offer, including but not limited to initialing and/or signing any corrections, changes, updates, deletions, amendments, etc. to the RHP and/or the Preliminary International Wrap as may be required, and to file the RHP with the Registrar of Companies, Karnataka at Bangalore, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited (collectively the **“Stock Exchanges”**) and other regulatory bodies as may be required, along with submission of material contracts and documents for inspection listed in the RHP, as may be directed by the said authority in accordance with relevant provisions under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Companies Act, 2013 and such other applicable laws.”

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**



**V SRINIVASAN
CHAIRMAN
DIN: 00640646**

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