

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF eMUDHRA LIMITED HELD ON MAY 02, 2022 AT 4:00 P.M. EMUDHRA DIGITAL CAMPUS, NO. 12-P1-A & 12-P1-B, BANGALORE IT PARK INDUSTRIAL AREA, B K PALAYA, NORTH, JALA HOBLI, BENGALURU - 562149**

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot, up to 16, 03,618 Equity Shares at price of Rs. 243.20 ('Preferential Allotment Price'), consisting of par value of Rs. 5/- and premium of Rs. 238.20/-, aggregating upto Rs. 38,99,99,897.60/- ( Rupees Thirty Eight Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred and Ninety Seven and Sixty Paise Only), to the investors listed in the table below (hereinafter referred to as "Investors") as per the details listed below, on a preferential basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board:

Sl. No.	Proposed Allottees	No. of Shares	Amount
1	Acacia Banyan Partners	5,13,981	12,50,00,179.20
2	Baring Private Equity India AIF 2	5,13,981	12,50,00,179.20
3	Motilal Oswal Equity Opportunities Fund Series III	4,11,185	10,00,00,192.00
4	Negen Capital Service Private Limited	82,237	2,00,00,038.40
5	Value Wise Consultancy Private Limited	41,114	99,98,924.80
6	Jagadeesan Kumar	20,560	50,00,192.00
7	Krishna Kumar	20,560	50,00,192.00
	<b>Total</b>	<b>16, 03,618</b>	<b>38,99,99,897.60</b>

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

**eMudhra Limited**





(a) 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.

(b) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(c) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of the SEBI ICDR Regulations.

(d) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**“RESOLVED FURTHER THAT** if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the company shall allot the shares to the Investors (listed herein) up to the extent of their applications received.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Investors be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Investors inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.”

**“RESOLVED FURTHER THAT** the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account until allotment of shares pursuant to the offer.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**eMudhra Limited**

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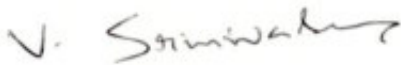
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**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary of the Company including making necessary filings with the Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**CERTIFIED TRUE COPY  
For eMudhra Limited**



**V Srinivasan  
Chairman  
DIN: 00640646**