

Declaration of Independence

[Pursuant to Regulation 25(8) of SEBI (LODR) Regulations, 2015 and section 149(7) of the Companies Act, 2013]

**To,
The Board of Directors
eMudhra Limited**

Dear Sir/Madam,

I,, (DIN:) S/o. Shri., R/o hereby declare that I am not disqualified to act as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 and Rules made thereof, as amended from time to time and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and further I declare that:

1. I am a person of integrity and possess relevant expertise and experience under the opinion of the Board.
2. (a) I am and was not a promoter of the company or its holding, or subsidiary or associate company.

(b) I am not related to promoters or directors in the company, its holding, subsidiary or associate company or member of the promoter group of the listed entity.
3. I do not have nor had any pecuniary relationship other than remuneration as such director or having transaction not exceeding ten per cent. of total income or such amount as may be prescribed under the Companies Act, with the Company, its holding, subsidiary or associate Company, or their promoters or directors, during the two immediately preceding financial years or during the current financial year.
4. None of my relatives:
 - (i) is holding any security or interest in the company, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year;
 - (ii) is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the three immediately preceding financial years or during the current financial year;
 - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company for such amount as may be prescribed during the three immediately preceding financial years or during the current financial year;
or
 - (iv) has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income;

Provided that the pecuniary relationship or transaction with the company, its holding, subsidiary or associate company or their promoters, or directors in relation to points (i) to (iv) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

5. I neither myself nor any of my relatives:

(i) hold or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment during preceding three financial year.

(ii) am or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) holds together with my relatives two per cent. or more of the total voting power of the company; or

(iv) am a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or

(v) is a material supplier, service provider or customer or a lessor or lessee of the listed entity.

I neither myself nor any of my relatives—

6. Is not less than 21 years of age

7. Is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director

8. I possess such other qualifications as may be prescribed.

9. I hereby confirm that in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, I am Registered with the Independent Director's Data Bank.

10. I hereby confirm that in compliance with sub-regulation (8) of regulation 25 of SEBI (LODR) Regulations, I am not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact my ability to discharge my duties with an objective

independent judgement and without any external influence.

I undertake to report back to the Board if and when there is any change in the abovementioned position.

Place:

Date:

Name:

DIN: