EL/SEC/2024-25/35

June 28, 2024

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring Rotunda
Building, P J Towers, Dalal Street, Fort,
Mumbai - 400 001

Script Code: 543533

The Manager, Listing Department
National Stock Exchange of India Limited
"Exchange Plaza', C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Symbol: EMUDHRA

Dear Sir/Madam,

Sub: Scrutinizer Report of 16th Annual General Meeting

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 108 of the Companies Act, 2013, read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, please find enclosed herewith the consolidated Scrutinizer report on the e-voting of the 16th Annual General Meeting of the Company held on June 27, 2024.

This is for your information and records.

Thanking you

Yours faithfully,

For eMudhra Limited

JOHNSON XAVIER
Digitally signed by JOHNSON XAVIER
Date: 2024.06.28 11:51:32 +05'30'

Johnson Xavier
Company Secretary & Compliance Officer
Membership No. A28304

Encl: As above

S.P. NAGARAJAN M.Com., A.C.S., L.L.B.
Company Secretary in Wholetime Practice

S-818, Eighth Floor,
South Block - Manipal Centre,
47, Dickenson Road,
Bangalore - 560 042
Telefax: 080- 41136320, 41141544
Mobile: 98453 84585
Email: **cs@nagarajsp818.com**

CONSOLIDATED REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration Rules, 2014)

The Chairman
EMUDHRA LIMITED
Plot No 12-Pl-A & 12-Pl-B
Hi-Tech Defence and Aerospace Park (IT sector) Jala Hobli, BK Palya Bangalore - 562149
June 27, 2024

The 16th (Sixteenth) Annual General Meeting (AGM) of the members of **eMudhra Limited** held on Thursday, June 27, 2024 at 11:00 AM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

Sub.: Consolidated Report of Scrutinizer's on remote e-voting and e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 at the 16th Annual General Meeting of eMudhra Limited held on Thursday, June 27, 2024 at 11:00 A.M. through Video Conferencing (V / Other Audio-Visual Means (OAVM)

I, S P Nagarajan, Company Secretary in Wholetime Practice, have been appointed as the Scrutinizer by the Board of Directors of **eMudhra Limited** (the 'Company') **vide resolution dated 29th April 2024,** pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended till date to scrutinize and report on the electronic voting ('remote e-voting') and the e-voting during the AGM by the members of the Company in respect of the resolutions proposed to be passed at the 16th (Sixteenth) AGM of the members of the Company to be held on **Thursday, June 27, 2024 at 11:00 A.M.** through Video Conference VC/Other Audio-Visual Means (OAVM) and I submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means ('remote e-voting') and e-voting during the AGM by the members on the resolutions proposed in the notice of the 16th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting during the AGM are conducted in a fair and transparent manner and submit to the Chairman, the consolidated Report by Scrutinizer's of the total votes cast in favour or against, if any, on the resolutions, based on the report generated electronically.

S.P. NAGARAJAN ★ ACS: 10028 C.P. No: 4738 ★ Company Secretary in Wholetime Practice

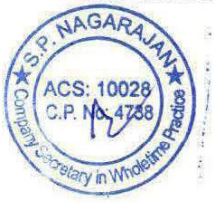
2. As per the Notice of 16th Annual General Meeting of the members and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Meeting and Administration) Rules, 2014, **on 29th May 2024,** in English Newspaper "Financial Express" and in Kannada (Vernacular) Newspaper "Udayavani", the remote e-voting opened at 09.00 A.M. (IST) on Monday, 24th June 2024 and remained open until 05.00 PM (IST) on Wednesday, 26th June 2024.

3. The members holding the Equity Shares of the Company as on Thursday, June 20, 2024 viz. the **"cut-off date",** were entitled to vote on the resolutions stated in the Notice of the 16th Annual General Meeting of the Company.

4. The Notice of AGM dated April 29, 2024, along with Statement setting out material facts under Section 102 of the Act, as confirmed by the Management in respect of the below mentioned resolutions for passing at the AGM of the Company by e-mail in compliance with the MCA Circular Number 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 09/2023 dated 25th September 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) Circular Number SEBI/HI/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD IR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars").

5. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the members attending the said meeting through VC / OAVM and who had not cast their vote earlier through remote e-voting.

6. The votes cast under the remote e-voting prior to AGM and e-voting during the AGM were unblocked, in the presence of two witnesses who are not the employees of the Company, after conclusion of the AGM and the e-voting results / list of members who voted for and against were downloaded from the e-voting website of Link Intime India Private Limited i.e. https://instavote.linkintime.co.in/ and the same are being handed over to the Chairman.



7. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the e-voting system of Link Intime India Private Limited and the summary of the e-voting process is as follows:

A. Ordinary Business:

Resolution No.1: Ordinary Resolution

To receive, consider and adopt:

(a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon; and

(b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon:

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	151	5,67,83,181	100
E-voting at AGM	63	77,72,733	100
Total	**214**	**6,45,55,914**	**100**

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	5	0
E-voting at AGM	-	-	-
Total	**1**	**5**	**0**

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

Summary of Total valid votes for Resolution No.1

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	6,45,55,914	100
Votes against	5	-
Total	**6,45,55,919**	**100**

Note: 2 (Two) shareholders holding 77 Equity Shares of face value of Rs.5/- each of the Company, have voted less by 75 Shares for the above resolution.

S.P. NAGARAJAN ACS: 10028 C.P. No.4738 Company Secretary in Wholetime Practice

Resolution No.2: Ordinary Resolution

To Declare Dividend on Equity Shares for the financial year 2023-24:

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	151	5,67,83,128	100
E-voting at AGM	63	77,72,733	100
Total	**214**	**6,45,55,861**	**100**

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	58	0
E-voting at AGM	-	-	-
Total	**1**	**58**	**0**

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

Summary of Total valid votes for Resolution No.2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	6,45,55,861	100
Votes against	58	-
Total	**6,45,55,919**	**100**

Note: 2 (Two) shareholders holding 77 Equity Shares of face value of Rs.5/- each of the Company, have voted less by 75 Shares for the above resolution.

Resolution No.3: Ordinary Resolution

To appoint a director in place of Mr. Venu Madhava (DIN: 06748204), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	151	5,67,83,161	100
E-voting at AGM	63	77,72,733	100
Total	**214**	**6,45,55,894**	**100**

S.P. NAGARAJAN ★ ACS: 10028 C.P. No: 4738 ★ Company Secretary in Wholetime Practice

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	25	0
E-voting at AGM	-	-	-
Total	**1**	**25**	**0**

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
-	-

Summary of Total valid votes for Resolution No.3

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in favour	6,45,55,894	100
Votes against	25	-
Total	**6,45,55,919**	**100**

Note: 2 (Two) shareholders holding 77 Equity Shares of face value of Rs.5/- each of the Company, have voted less by 75 Shares for the above resolution.

8. All relevant records of voting are available only in the electronic format and there was no physical voting. The relevant records will remain in my custody until the Chairman considers, approves and signs the minutes of 16th Annual General Meeting and the same shall be sent /handover thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking you,
Yours faithfully

Place: Bangalore	**Signature :** **Name of the Company Secretary : S.P.NAGARAJAN**
Date: 27th June 2024	**ACS Number : 10028** **CP Number : 4738** **UDIN : A010028F000629614**
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400	

S.P. NAGARAJAN ACS: 10028 C.P. No: 4738 Company Secretary in Wholetime Practice

S.P. NAGARAJAN M.Com.,A C S., LLB.,
Company Secretary in Wholetime Pratice
S-818, 8th Floor, South Block, Manipal Centre,
No. 47, Dickenson Road, Bangalore - 560 042.
Tel: 4114 1544 / 4113 2211
Tele Fax: 4113 6320, (M) : 98453 84585

Counter sign
For **EMUDHRA LIMITED**

Johnson Xavier
Company Secretary & Compliance Officer
Membership No.: A28304

eMudhra Ltd

Resolution Required :Ordinary	**1 - To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, 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, 2024, together with the Report of the Auditors thereon.**
Whether promoter/ promoter group are interested in the agenda/resolution?	

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	45045946	40965420	90.9414	40965420	0	100.0000	0.0000
	Poll		4080526	9.0586	4080526	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**45045946**	**100.0000**	**45045946**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	15378468	9534604	61.9997	9534604	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**9534604**	**61.9997**	**9534604**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	22387293	6283162	28.0658	6283157	5	99.9999	0.0001
	Poll		3692207	16.4924	3692207	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**9975369**	**44.5582**	**9975364**	**5**	**99.9999**	**0.0001**
Total		**82811707**	**64555919**	**77.9551**	**64555914**	**5**	**100.0000**	**0.0000**

eMudhra Ltd

Resolution Required :Ordinary			2 - To Declare Dividend on Equity Shares for the financial year 2023-24.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes –Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	45045946	40965420	90.9414	40965420	0	100.0000	0.0000
	Poll		4080526	9.0586	4080526	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**45045946**	**100.0000**	**45045946**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	15378468	9534604	61.9997	9534604	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**9534604**	**61.9997**	**9534604**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	22387293	6283162	28.0658	6283104	58	99.9991	0.0009
	Poll		3692207	16.4924	3692207	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**9975369**	**44.5582**	**9975311**	**58**	**99.9994**	**0.0006**
Total		**82811707**	**64555919**	**77.9551**	**64555861**	**58**	**99.9999**	**0.0001**

eMudhra Ltd

Resolution Required :Ordinary			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes –Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	45045946	40965420	90.9414	40965420	0	100.0000	0.0000
	Poll		4080526	9.0586	4080526	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**45045946**	**100.0000**	**45045946**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	15378468	9534604	61.9997	9534604	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**9534604**	**61.9997**	**9534604**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	22387293	6283162	28.0658	6283137	25	99.9996	0.0004
	Poll		3692207	16.4924	3692207	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**9975369**	**44.5582**	**9975344**	**25**	**99.9997**	**0.0003**
Total		**82811707**	**64555919**	**77.9551**	**64555894**	**25**	**100.0000**	**0.0000**