

EL/SEC/2026-27/19

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: Annual Secretarial Compliance Report under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2026

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Annual Secretarial Compliance Report of the company issued by S.P. Nagarajan, Practicing Company Secretary, for the financial year ended March 31, 2026.

The same is also being made available on the Company's website i.e., 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.

**SECRETARIAL COMPLIANCE REPORT OF EMUDHRA LIMITED
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026**

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

EMUDHRA LIMITED

Plot No 12-P1-A & 12-P1-B,
Hi-Tech Defence and Aerospace Park (IT sector),
Jala Hobli, BK Palya Bangalore-562149

CIN: L72900KA2008PLC060368
Authorised Capital: Rs. 86,50,00,000/-

I have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/ guidelines issued thereunder for the Financial Year ended 31st March 2026 for EMUDHRA LIMITED (CIN: L72900KA2008PLC060368) ("the listed entity"). The audit was conducted in a manner that provided me with a reasonable basis for evaluating the statutory compliances and expressing my opinion thereto.

I have examined:

- (a) All the documents and records made available to me and explanations provided by Emudhra Limited (the listed entity)
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, www.emudhra.com
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31st March 2026 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



- iii. The specific regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include: -
- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; were not applicable as there was no reportable event during the Review Period.
 - c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations. During the year under review the listed entity has complied Regulations 10(5), 10(6), 10(7) and 29(2) pertaining to inter-se transfer and the listed entity has complied the required LODR regulations.
 - d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 were not applicable as there was no reportable event during the financial year under review.
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 read with amended regulation 2025 were not applicable as there was no reportable event during the financial year under review;
 - g) The provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities Regulations, 2021;
 - h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosure and maintenance of records required under the said Regulations.
 - i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 were not applicable as the Company is not registered as Registrar to Issue and Share transfer Agent during the financial year under review.



j) Other Regulations as applicable

and circulars /guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including Specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				



d) The listed entity has taken the following actions to compliance with the observations made in previous reports.

Sr. No.	Observations/Remarks of the Practicing Company Secretary (PCS) in the previous reports.	Observations made in the Secretarial compliance report for the year ended 31.03.2024	Compliance requirement (Regulations /Circulars/g uidelines including specific clause)	Details of violation/Devi ations and actions taken/penalty imposed, if any on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the action taken by the listed entity
1	FY 2023-24 for continuation of Directorship by a Director after attaining the age of 75 years of age		Regulation 17(1A) of SEBI LODR Regulation	Continuation of Directorship by a Director after attaining the age of 75 years. The Stock Exchanges imposed a penalty of Rs. 1,16,000/- exclusive of GST	The company has paid the penalty and duly noted by the Board. The listed entity ensuring compliance in future without any deviation.	Noted by the board

e) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sl. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) and notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	None
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time as per the regulations/ circulars/guidelines issued by SEBI	Yes	None



3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	None
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	None
5.	<p>Details related to Subsidiaries of the listed entity have been examined wrt:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure requirement of material as well as other subsidiaries</p>	Yes	None
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations</p>	Yes	None



8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit committee</p>	<p>(a) Yes</p> <p>(b) NA</p>	<p>None</p>
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along-with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>None</p>
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>Yes</p>	<p>None</p>
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	<p>Yes</p>	<p>No actions were taken by SEBI or Stock Exchanges during the review period</p>

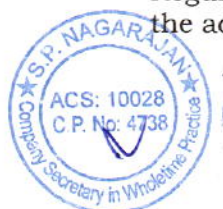


12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not applicable	There were no such instances during the period under review
13.	Additional non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc.	Yes	None

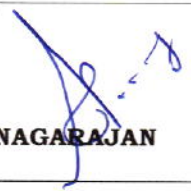
I further, report that the listed entity is in compliance/ ~~not in compliance~~ with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have verified the correctness and appropriateness of financial records and Books of Accounts of the Company on test check basis to the extent applicable for Secretarial Audit.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.



6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

Place: Bangalore	Signature:  Name of the Company Secretary: S.P. NAGARAJAN
Date: 06/05/2026	Membership Number : A10028 CP Number : 4738 UDIN : A010028H000293652
Peer reviewed Unit - bearing Unique Identification Number: I2002KR300400	

Note: As per the guidance issued by the Institute of Company Secretaries of India (ICSI) for carrying out professional assignments, the Secretarial Compliance Report in term of Regulation 24A of SEBI (LODR) Regulations, 2015 was conducted by using appropriate Information Technology tools by virtual data sharing to access and examination of relevant documents and verification of records for completion of the audit.




S.P. NAGARAJAN M.Com.A.C.S., LLB.,
Company Secretary in Wholtime Pratica
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