

## **NOTICE**

Notice is hereby given that the Extra Ordinary General Meeting of the Members of **MUDUNURU LIMITED** (CIN: L72900AP1994PLC039248) for Financial Year 2022-2023 will be held on Thursday, 21st April, 2022 at 04:00 PM. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) (hereinafter referred to as "electronic mode") to transact the following business;

### **SPECIAL BUSINESS:**

#### **Issue of Equity Shares on Preferential Basis:**

To consider if thought fit, to pass with or without modification the following resolution as a Special resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1), 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("ICDR Regulations"); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the BSE Limited on which the Equity Shares having face value of Rs. 2/- (Rupees Two only) each of the Company ("Equity Shares") are listed 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" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to create, issue, offer and allot 76,15,000 (Seventy Six Lakhs Fifteen Thousand) equity shares of the Company of face value of Rs. 2/- (Rupees Two) each ("Equity Shares"), in dematerialized form, on Preferential allotment basis, to Mr. Madhusudan Raju Mudunuru (Acquirer) and other non-promoters, at Rs. 2/- (Rupees Two Only), as determined in accordance with Regulation 165 of SEBI (ICDR) Regulations, 2018 and amendments thereon to the following subscribers:

Sr. No.	Name of the Proposed Allottee	Nature of persons who are ultimate beneficial owner	No. of equity shares to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1.	Mudunuru Madhusudan Raju	Individual	5,00,000	Acquirer <b>(Refer note below)</b>	Not Applicable
2.	Ammaji Jagarapu	Individual	15,52,000	Non-Promoter	Not Applicable
3.	Adigarla Satyanarayana	Individual	15,50,000	Non-Promoter	Not Applicable
4.	Anita Dandu	Individual	7,80,000	Non-Promoter	Not Applicable
5.	Konkepudi Venkara Naga Kanaka Priya Bandhavi	Individual	3,00,000	Non-Promoter	Not Applicable
6.	Sreelatha Padma	Individual	3,00,000	Non-Promoter	Not Applicable
7.	Sanivarapu Navya Reddy	Individual	3,00,000	Non-Promoter	Not Applicable
8.	Chevuru Madhav Kiran	Individual	2,33,000	Non-Promoter	Not Applicable
9.	Laxmi Narasimhan	Individual	1,00,000	Non-Promoter	Not Applicable
10.	Venkata Vijaya Ramakrishna Palepu	Individual	10,00,000	Non-Promoter	Not Applicable
11.	Sreenivas Karaka	Individual	10,00,000	Non-Promoter	Not Applicable
	<b>Total</b>		<b>76,15,000</b>		

**Note:** Mr. Madhusudan Raju Mudunuru has simultaneously issued a public announcement on March 22, 2022 pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of control and management of the Company. The said Public Announcement is also available on BSE website in the Corporate Announcement tab.

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be March 22, 2022, being 30 (thirty) days prior to the date extra-ordinary general meeting to approve this offer and “The Valuation Report”, with regard to pricing of issue of equity shares of the Company on Preferential basis, as issued by the Registered Valuer is available on the website of Company [www.mudunuru.com](http://www.mudunuru.com).

**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:

- (a) 100% of the Preferential Allotment Price shall be payable at the time of application for the Equity Shares;
- (b) The Equity Shares shall be allotted 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 or dates as prescribed by the regulatory authorities from the date of receipt of last of such approvals or permissions;
- (c) The Equity Shares so allotted shall be credit to the respective demat account of the proposed allottee;
- (d) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- (e) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- (f) 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; and
- (g) The Equity Shares will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from CS Ms Akanksha (ACS No. 49041, CP No. 20064) Practicing Company Secretary certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act 2013, the names of the Subscribers 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 Subscribers inviting the Subscribers to subscribe to the Equity Shares, consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account in accordance with Section 42 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, Mr. P. Uday Bhaskar Whole-time Director and Mr. T. Kiran, Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or

other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**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.

<b>Registered Office:</b> <b>D.No. 9-29-19, Waltair Heights,</b> <b>Level 3, Balaji Nagar, Visakapatnam,</b> <b>Andhra Pradesh - 530003</b>  <b>Place: Visakapatnam</b> <b>Date: March 22, 2022</b>	<b>By Order of the Board of Directors</b> <b>For Mudunuru Limited</b>  <b>Sd/-</b> <b>Name:P. Uday Bhaskar</b> <b>Designation: Whole-Time Director</b> <b>DIN: 02773570</b>
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**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra-Ordinary General Meeting as set out in the Notice is annexed hereto.
2. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the MCA Circulars granted certain relaxations and thus permitted the holding of Extra Ordinary General Meeting ("EGM") of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM (e-EGM).
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to all members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.mudunuru.com>. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e., [www.evotingindia.com](http://www.evotingindia.com).
8. The Company has appointed Mrs. Aakanksha, Practicing Company Secretary, as scrutinizer of the Company to scrutinize the voting process.
9. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
11. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
12. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

## THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 18.04.2022 at 9.00 a.m. and ends on 20.04.2022 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14.04.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are

	<p><a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting</p>



	<p>during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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v. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form and other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ol style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ol>

vi. After entering these details appropriately, click on “SUBMIT” tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii.** For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix.** Click on the EVSN for the relevant <Mudunuru Limited>
- x.** On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi.** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii.** After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii.** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv.** You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv.** If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi.** Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xvii.** Facility for Non – Individual Shareholders and Custodians –Remote Voting
  - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [info@mudunuru.com](mailto:info@mudunuru.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@mudunuru.com](mailto:info@mudunuru.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@mudunuru.com](mailto:info@mudunuru.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

4. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**13. OTHER INSTRUCTIONS:**

- (i) The voting rights of shareholders shall be in proportions to the shares held by them in the paid equity share capital of the Company as on the cut-off date i.e. 14.04.2022.
- (ii) The Scrutinizer shall after the conclusion of the Voting at the Extra-Ordinary General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him.
- (iii) Voting is provided to the members through e-voting and at the Extra-Ordinary General Meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Extra-Ordinary General Meeting of the Company.
- (iv) If a Member casts votes by both modes, then voting done through e-voting shall prevail.
- (v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.mudunuru.com/> and on the website of CDSL and will be communicated to the BSE Limited.

**For and on behalf of the Board of  
Mudunuru Limited**

**Place: Vishakhapatnam  
Bhaskar  
Date: 22.03.2022**

**Sd/-  
P. Uday**

**Whole-Time Director  
(DIN: 02773570)**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT,  
2013**

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

**Item No. I Issue of Equity Shares on Preferential Basis to Acquirer and Non- Promoters**

As per Section 23(1), 42, 62, and 108 of the Companies Act, 2013, approval of shareholders is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

**1. Objects of this issue:**

The proceeds of the preferential issue will be utilized for some of the below mention activities.

The purpose of the proposed issue is to raise funds to achieve long term plans of the Company and to meet the funding requirements for meeting the current as well as the future expansion plans / activities, setting-up of subsidiary(ies) and new offices of the Company, working capital as well as general corporate purposes of the Company and its subsidiary, Invest/Acquire Partial or Full equity in other Companies directly or through subsidiary(ies) to expand business. For this purpose, as may be decided by the Board from time to time in the best interest of the Company, it is proposed to issue upto 76,15,000 Equity Shares on preferential allotment basis.

**2. Proposal of Promoters / Directors / Key Management Persons to subscribe to the preferential issue:**

None of the existing promoters, directors or key managerial personnel intend to subscribe to the proposed preferential issue of equity shares.

**3. Maximum number of specified securities to be issued:**

The Company intends to issue a maximum of 76,15,000 equity shares of face value Rs. 2/- per share at a price of Rs. 2/- per share (including premium Rs. NIL) as determined under Regulation 165 of SEBI (ICDR) Regulations, 2018.

**4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:**

5.



Sr. No.	Category	PRE-ISSUE (Refer Note 1 Below)		POST-ISSUE (Refer Note 2 Below)	
		No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
<b>A</b>	<b>Promoters' Holding</b>				
	Individual	59,46,060	24.85	-	-
	Acquirer (Individual) (Refer Note 2 Below)	-	-	89,19,855	28.28
	Bodies Corporate	-	-	-	-
	<b>Sub-Total (A)</b>	<b>59,46,060</b>	<b>24.85</b>	<b>89,19,855</b>	<b>28.28</b>
<b>B</b>	<b>Non-Promoters</b>				
	Individuals	1,49,55,724	62.50	1,99,51,614	63.25
	Acquirer (Individual) (Refer Note 2 Below)	3,54,685	1.48	-	-
	Bodies Corporate	26,23,566	10.96	26,23,566	8.32
	Others (Including NRI, FPIs, etc.)	47,465	0.20	47,465	0.15
	<b>Sub-Total (A)</b>	<b>1,79,81,440</b>	<b>75.15</b>	<b>2,26,22,645</b>	<b>71.72</b>
	<b>Total (A + B)</b>	<b>2,39,27,500</b>	<b>100.00</b>	<b>3,15,42,500</b>	<b>100.00</b>

Notes:

1. The above shareholding pattern has been prepared on the basis of shareholding as on 31<sup>st</sup> December 2021 as provided by the Registrar and Share Transfer Agent.
2. Mr. Madhusudan Raju Mudunuru ('Acquirer') has proposed to acquire 5,00,000 equity shares in the preferential issue under consideration. He has also simultaneously signed a share purchase agreement with the existing promoters and share purchase sale confirmation with certain non-promoters pursuant to which he proposes to acquirer 80,65,170 equity shares and given a Public Announcement under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The post issue shareholding pattern has been derived at assuming that Mr. Madhusudan Raju Mudunuru received the necessary regulatory approvals for the Open Offer and he acquires the shares under the share purchase agreement, share sale purchase agreement and preferential issue. The acquisition of shares from public shareholders under the Open Offer has not been considered for deriving the post issue capital shareholding. Also refer point no. 8 below in this regard.

**6. Proposed time within which the preferential issue shall be completed:**

The Company proposes to complete the issue on preferential basis on or before the fifteenth day from the date of passing of this special resolution by the shareholders of the Company or from the date of receipt of any approval for such allotment from any regulatory authority or the Central Government, whichever is later.

**7. The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:**

Sr. No.	Name of the Proposed Allottee	Name of the Ultimate Beneficiaries	Number of Equity Shares Proposed to be allotted	Number of Share		% of Shares held		Category (Promoter / Non-Promoter)
				Pre-Issue	Post-Issue	Pre-Issue	Post-Issue	
1.	Mudunuru Madhusudan Raju	Individual	5,00,000	3,54,685	8,54,685	1.12	2.71	Acquirer
2.	Ammaji Jagarapu	Individual	15,52,000	-	15,52,000	0.03	4.92	Non-Promoter
3.	Adigarla Satyanarayana	Individual	15,50,000	9,000	15,59,000		4.94	Non-Promoter
4.	Anita Dandu	Individual	7,80,000	-	7,80,000	-	2.47	Non-Promoter
5.	Konkepudi Venkata Naga Kanaka Priya Bandhavi	Individual	3,00,000	-	3,00,000	-	0.95	Non-Promoter
6.	Sreelatha Padma	Individual	3,00,000	-	3,00,000	-	0.95	Non-Promoter
7.	Sanivarapu Navya Reddy	Individual	3,00,000	-	3,00,000	-	0.95	Non-Promoter
8.	Chevuru Madhav Kiran	Individual	2,33,000	-	2,33,000	-	0.74	Non-Promoter
9.	Laxmi Narasimhan	Individual	1,00,000	-	1,00,000	-	0.32	Non-Promoter
10.	Venkata Vijaya Ramakrishna Palepu	Individual	10,00,000	-	10,00,000	-	3.17	Non-Promoter

11.	Sreenivas Karaka	Individual	10,00,000	-	10,00,000	-	3.17	Non-Promoter
	<b>Total</b>		<b>76,15,000</b>	<b>3,63,685</b>	<b>79,78,685</b>	<b>1.15</b>	<b>25.30</b>	

Note:

1. Please refer note 2 to the table under point 4 above.
2. Mr. Madhusudan Raju Mudunuru ('Acquirer') has proposed to acquire 5,00,000 equity shares in the preferential issue under consideration. He has also simultaneously signed a share purchase agreement with the existing promoters and share purchase sale confirmation with certain non-promoters pursuant to which he proposes to acquire 80,65,170 equity shares and given a Public Announcement under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The post preferential issue holding total has been calculated excluding 80,65,170 equity shares to be acquired by Mr. Madhusudan Raju Mudunuru (Acquirer) through SPA and SSPC as per the public announcement given by him under SEBI (Substantial Acquisitions and Takeovers) Regulations, 2018.

#### 8. Lock in period:

The equity shares to be allotted on preferential basis shall be subject to lock in as per the applicable provision under Chapter V – Preferential Issue of SEBI ICDR Regulations, 2018.

#### 9. Change in the control, if any. :-

Mr. Madhusudan Raju Mudunuru the Acquirer and one of the Proposed Allottees, has proposed to acquire 5,00,000 equity shares in the preferential issue under consideration. He has also simultaneously signed a share purchase agreement with the existing promoters and share purchase sale confirmation with certain non-promoters pursuant to which he proposes to acquire 80,65,170 equity shares and given a Public Announcement under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Mr. Mudunuru Madhusudan Raju, will acquire sole control over the Company on the earlier of the date falling after:

- (i) expiry of 21 business days from the date of the detailed public statement to be issued in connection with the Mandatory Open Offer ("MTO"), provided that the Acquirer has deposited the entire consideration payable under the MTO assuming full acceptance of the MTO, in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time ("Takeover Regulations"), in the MTO escrow account opened and maintained under Regulation 17 of the Takeover Regulations, in accordance with Regulation 22(2) of the Takeover Regulations; and
- (ii) the expiry of the MTO offer period under the Takeover Regulations in each case, occurring only on or after first completion date under the SPA or completion date under the SSPC (whichever is earlier).

Until Mr. Madhusudan Raju Mudunuru acquires sole control over the Company, the current promoters and members of the current promoter group of the Company prior to the

proposed preferential allotment will be identified as 'promoter group' of the Company. Upon the Proposed Allottee acquiring sole control over the Company, all or any members of the current 'promoter and promoter group' of the Company may be reclassified as "public shareholders" in accordance with the provisions of Applicable Law.

**10. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.**

**11. Price of the issue: -**

The offer price of equity shares to be issued is fixed at Rs. 2/- (Rupees Two only) per equity share (including premium Rs. Nil) as determined under Regulation 165 of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018.

The Equity Shares of the Company are listed on BSE Limited ("BSE") and are infrequently traded as per provisions of ICDR Regulations. The price is determined in compliance with Regulation 165 of Chapter V – Preferential Issue of SEBI (ICDR) Regulations, 2018 which provides that in case where the equity shares of the any company are infrequently traded then the price can be determined taking into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies. The Pricing Certificate so obtained from the professional is available at the registered office of the Company for your review and is placed on the website of the Company at [www.mudunuru.com](http://www.mudunuru.com).

The fair value of each equity share determined through Valuation certificate of Mr. Nikunj Kanodia, Registered Valuer for Financial Assets (Registration No. IBBI/RV/01/2020/13470) i.e., Rs. 1.71/- per Equity Share. Since there is a change in control, pursuant to the Preferential Offer, a control premium of Rs. 0.29 per Equity Share over and above the fair value.

**12. Relevant Date**

The Relevant Date on the basis of which the price of the Equity Shares is determined is March 22, 2022.

**13. Compliance Certificate from Practising Company Secretary:**

A copy of the Compliance Certificate as issued by the CS Ms Akanksha (ACS: 49041, CP: 20064) Practising Company Secretary certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of Postal Ballot results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: [www.mudunuru.com](http://www.mudunuru.com).

**14. Recommendations and Voting Pattern of the committee of Independent directors of the Company**

The committee of Independent Directors comprising of Mr. Raghu Ratul Chowdarapu and Mr. Rahul Raghunandan Chowdarapu in their meeting held on Tuesday, March 22, 2022 have considered the proposal to make the preferential allotment of 76,15,000 Equity Shares to the proposed allottees. The committee has considered that the Issue price of Rs. 2/- has been determined taking in consideration the Valuation report provided by Mr. Nikunj Kanodia, Registered Valuer for Financial Assets (Registration No. IBBI/RV/01/2020/13470), the Independent Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments. The offer price also includes a control premium of Rs. 0.29/- as there would be change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

<b>Sr. No.</b>	<b>Name of the Independent Directors</b>	<b>Assent</b>	<b>Dissent</b>
1.	Mr. Raghu Ratul Chowdarapu	✓	-
2.	Rahul Raghunandan Chowdarapu	✓	-

## **15. Undertakings**

- (a) The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- (b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- (c) The entire pre-preferential holding of the proposed allottees will be locked-in for a period commencing from the relevant date to a period 90 trading days from the date of trading approval granted by BSE Limited.

## **16. SEBI Takeover code:**

Mr. Madhusudan Raju Mudunuru ('Acquirer') has proposed to acquire 5,00,000 equity shares in the preferential issue under consideration. He has also simultaneously signed a share purchase agreement with the existing promoters and share purchase sale confirmation with certain non-promoters pursuant to which he proposes to acquire 80,65,170 equity shares and given a Public Announcement under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The post issue shareholding pattern has been derived at assuming that Mr. Madhusudan Raju Mudunuru received the necessary regulatory approvals for the Open Offer and he acquires the shares under the share purchase agreement, share sale purchase agreement and preferential issue. The

acquisition of shares from public shareholders under the Open Offer has not been considered for deriving the post issue capital shareholding.

Further, Mr. Mudunuru Madhusudan Raju, will acquire sole control over the Company on the earlier of the date falling after: (i) expiry of 21 business days from the date of the detailed public statement to be issued in connection with the Mandatory Open Offer (“MTO”), provided that the Acquirer has deposited the entire consideration payable under the MTO assuming full acceptance of the MTO, in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (“Takeover Regulations”), in the MTO escrow account opened and maintained under Regulation 17 of the Takeover Regulations, in accordance with Regulation 22(2) of the Takeover Regulations; and (ii) the expiry of the MTO offer period under the Takeover Regulations in each case, occurring only on or after first completion date under the SPA or completion date under the SSPC (whichever is earlier).

Until Mr. Madhusudan Raju Mudunuru acquires sole control over the Company, the current promoters and members of the current promoter group of the Company prior to the proposed preferential allotment will be identified as ‘promoter group’ of the Company. Upon the Acquirer acquiring sole control over the Company, all or any members of the current ‘promoter and promoter group’ of the Company may be reclassified as “public shareholders” in accordance with the provisions of Applicable Law.

Apart from Mr. Madhusudan Raju Mudunuru, the remaining proposed allottees are not under obligation to give open offer to the public under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 except making certain disclosures to Stock Exchange.

#### **17. Holding of shares in demat form, non-disposal of shares by the proposed allottees**

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The shareholder who has sold their shares during the 90 trading days prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number.

#### **18. Lock-in Period**

The entire pre preferential holding of equity shares of the proposed allottees, if any, and equity shares proposed to be allotted shall be subject to ‘lock-in’ for such period as prescribed under SEBI (ICDR) Regulations, 2018.

#### **19. Compliances:**

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

## **20. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first be offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

## **21. Wilful Defaulter or Fraudulent Borrowers**

Neither the issuer nor any of or its promoters or directors are wilful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of Members.

<b>Registered Office:</b> <b>D.No. 9-29-19, Waltair Heights,</b> <b>Level 3, Balaji Nagar, Visakapatnam,</b> <b>Andhra Pradesh - 530003</b>	<b>By Order of the Board of Directors</b> <b>For Mudunuru Limited</b>
<b>Place: Visakapatnam</b> <b>Date: March 22, 2022</b>	<b>Sd/-</b> <b>Name: P Uday Bhaskar</b> <b>Designation: Director</b> <b>DIN: 02773570</b>