



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF DVARA E-REGISTRY PRIVATE LIMITED HELD ON WEDNESDAY, THE 16<sup>TH</sup> DAY OF JUNE 2021 AT 3.00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 10TH FLOOR, PHASE I, IIT-MADRAS RESEARCH PARK, KANAGAM VILLAGE, TARAMANI CHENNAI- 600113.

#### SPECIAL BUSINESS

#### ITEM NO.1: TO APPROVE ISSUE & ALLOTMENT OF SERIES M 0.001% COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON RIGHTS BASIS:

*To consider and if thought fit, to pass the following resolution as a Special resolution:*

**"RESOLVED THAT** pursuant to Section 55, 62 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (the "Act"), any other law for the time being in force, the provisions in the Memorandum and Articles of Association of the Company and Shareholders Agreement dated 8<sup>th</sup> April, 2021 (**"Shareholders Agreement"**), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board") to invite/offer, issue and allot up to 1,000 (One Thousand) fully paid up **Series M 0.001% Compulsorily Convertible Preference Shares ("CCPS")** at an issue price of INR 10,000/- (Indian Rupees Ten Thousand only), i.e. each Compulsorily Convertible Preference Share having a face value of INR 10 (Indian Rupees Ten only) in one or more tranche(s), for cash at par, on a Rights Basis to such holders of equity share of the company in such proportion, as nearly as circumstances admit, to the paid up share capital on those shares and whose names shall appear on the Register of the Members as on the Record Date to be decided by the Board

**"RESOLVED FURTHER THAT** in accordance with Section 55 of the companies Act, 2013 and Rule 9 of The Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of CCPS to be issued are as under

1. The terms relating to priority with respect to payment of dividend, repayment of capital by the Compulsorily Convertible Preference Shares holder shall be accordance with terms as per Annexure 1
2. Each Compulsorily Convertible Preference Shares shall be eligible to dividend on cumulative basis @ 0.001% per annum.
3. Each Compulsorily Convertible Preference Shares shall are fully and compulsorily convertible into equity shares of the company as detailed in terms as per Annexure 1.

**Dvara E-Registry Private Limited**

CIN No: U67190TN2019PTC127386

**Regd. Office:** DBS House, 215, 1-7-43-46,  
SP Road, Hyderabad 500003, India.

T: +91 44 66687000



4. Each Compulsorily Convertible Preference Shares are not redeemable as they are fully and compulsorily convertible into equity shares of the company as detailed in terms as per Annexure 1.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as may be stipulated by any relevant authorities while according such approval or consent to the Issue as may be considered necessary, proper or expedient and give effect to such modification(s) and give such directions / instructions as may be necessary to resolve and settle any question, difficulty or doubt that may arise in regard to such offer, Issue, allotment of the said Compulsorily Convertible Preference Share.

**RESOLVED FURTHER THAT** any one of the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, and execute all such deeds, documents and writings, give from time to time such directions as may be necessary, expedient, usual or proper, settle any question or doubt that may arise in relation thereto, and to do all acts, deeds and things in connection therewith and incidental thereto, including authorizing any other person and to delegate any of the powers granted hereunder except as powers that cannot be delegated under the Act and to execute and file necessary forms with the concerned Registrar of Companies, that may be required to give effect to this resolution.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to certify a copy of the aforementioned resolutions and issue the same."

**//CERTIFIED TRUE COPY//  
FOR DVARA E-REGISTRY PRIVATE LIMITED**

A handwritten signature in black ink, appearing to read 'Vijayaraghavan Venkatesan', is written over a horizontal line.

**VIJAYARAGHAVAN VENKATESAN  
DIRECTOR**

**DIN: 02542069**

**F1 FIRMS AADARSH A 23/65, 11TH STREET,  
ANNA NAGAR EAST, CHENNAI 600102**





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#### SPECIAL BUSINESS

#### ITEM NO.2: TO APPROVE ISSUE & ALLOTMENT OF SERIES N 0.001% COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON RIGHTS BASIS:

*To consider and if thought fit, to pass the following resolution as a Special resolution:*

**“RESOLVED THAT** pursuant to Section 55, 62 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (the “Act”), any other law for the time being in force, the provisions in the Memorandum and Articles of Association of the Company and Shareholders Agreement dated 8<sup>th</sup> April, 2021 (“Shareholders Agreement”), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”) to invite/offer, issue and allot up to 1,000 (One Thousand) fully paid up **Series N 0.001% Compulsorily Convertible Preference Shares (“CCPS”)** at an issue price of INR 10,000/- (Indian Rupees Ten Thousand only), i.e. each Compulsorily Convertible Preference Share having a face value of INR 10 (Indian Rupees Ten only) in one or more tranche(s), for cash at par, on a Rights Basis to such holders of equity share of the company in such proportion, as nearly as circumstances admit, to the paid up share capital on those shares and whose names shall appear on the Register of the Members as on the Record Date to be decided by the Board

**“RESOLVED FURTHER THAT** in accordance with Section 55 of the companies Act, 2013 and Rule 9 of The Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of CCPS to be issued are as under

1. The terms relating to priority with respect to payment of dividend, repayment of capital by the Compulsorily Convertible Preference Shares holder shall be accordance with terms as per Annexure 2
2. Each Compulsorily Convertible Preference Shares shall be eligible to dividend on cumulative basis @ 0.001% per annum.
3. Each Compulsorily Convertible Preference Shares shall are fully and compulsorily convertible into equity shares of the company as detailed in terms as per Annexure 2.

**Dvara E-Registry Private Limited**

CIN No: U67190TN2019PTC127386

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4. Each Compulsorily Convertible Preference Shares are not redeemable as they are fully and compulsorily convertible into equity shares of the company as detailed in terms as per Annexure 2.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as may be stipulated by any relevant authorities while according such approval or consent to the Issue as may be considered necessary, proper or expedient and give effect to such modification(s) and give such directions / instructions as may be necessary to resolve and settle any question, difficulty or doubt that may arise in regard to such offer, Issue, allotment of the said Compulsorily Convertible Preference Share.

**RESOLVED FURTHER THAT** any one of the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, and execute all such deeds, documents and writings, give from time to time such directions as may be necessary, expedient, usual or proper, settle any question or doubt that may arise in relation thereto, and to do all acts, deeds and things in connection therewith and incidental thereto, including authorizing any other person and to delegate any of the powers granted hereunder except as powers that cannot be delegated under the Act and to execute and file necessary forms with the concerned Registrar of Companies, that may be required to give effect to this resolution.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to certify a copy of the aforementioned resolutions and issue the same."

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FOR DVARA E-REGISTRY PRIVATE LIMITED**

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**VIJAYARAGHAVAN VENKATESAN  
DIRECTOR  
DIN: 02542069**

**F1 FIRMS AADARSH A 23/65, 11TH STREET,  
ANNA NAGAR EAST, CHENNAI 600102**





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#### SPECIAL BUSINESS

#### ITEM NO.3: TO APPROVE ISSUE & ALLOTMENT OF SERIES O 0.001% COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON RIGHTS BASIS:

*To consider and if thought fit, to pass the following resolution as a Special resolution:*

**“RESOLVED THAT** pursuant to Section 55, 62 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (the “Act”), any other law for the time being in force, the provisions in the Memorandum and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board”) to invite/offer, issue and allot up to 9,50,000 (Nine Lakhs Fifty Thousand) fully paid up **Series O 0.001% Compulsorily Convertible Preference Shares (“CCPS”)** at an issue price of INR 95,00,000/- (Indian Rupees Ninety Five Lakhs only), i.e. each Compulsorily Convertible Preference Share having a face value of INR 10 (Indian Rupees Ten only) in one or more tranche(s), for cash at par, on a Rights Basis to such holders of equity share of the company in such proportion, as nearly as circumstances admit, to the paid up share capital on those shares and whose names shall appear on the Register of the Members as on the Record Date to be decided by the Board

**“RESOLVED FURTHER THAT** in accordance with Section 55 of the companies Act, 2013 and Rule 9 of The Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of CCPS to be issued are as under

1. The terms relating to priority with respect to payment of dividend, repayment of capital and participation in surplus fund by the Compulsorily Convertible Preference Shares holder shall be accordance with terms as per Annexure 3.
2. Each Compulsorily Convertible Preference Shares shall be eligible to dividend on cumulative basis @ 0.001% per annum ;
3. Each Compulsorily Convertible Preference Shares shall are fully and compulsorily convertible into equity shares of the company as detailed in terms as per Annexure 3.
4. Each Compulsorily Convertible Preference Shares are not redeemable as they are fully and compulsorily convertible into equity shares of the company as detailed in terms as per Annexure 3.

**Dvara E-Registry Private Limited**

CIN No: U67190TN2019PTC127386

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as may be stipulated by any relevant authorities while according such approval or consent to the Issue as may be considered necessary, proper or expedient and give effect to such modification(s) and give such directions / instructions as may be necessary to resolve and settle any question, difficulty or doubt that may arise in regard to such offer, Issue, allotment of the said Compulsorily Convertible Preference Share.

**RESOLVED FURTHER THAT** any one of the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, and execute all such deeds, documents and writings, give from time to time such directions as may be necessary, expedient, usual or proper, settle any question or doubt that may arise in relation thereto, and to do all acts, deeds and things in connection therewith and incidental thereto, including authorizing any other person and to delegate any of the powers granted hereunder except as powers that cannot be delegated under the Act and to execute and file necessary forms with the concerned Registrar of Companies, that may be required to give effect to this resolution.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to certify a copy of the aforementioned resolutions and issue the same.

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FOR DVARA E-REGISTRY PRIVATE LIMITED**

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**VIJAYARAGHAVAN VENKATESAN  
DIRECTOR**

**DIN: 02542069**

**F1 FIRMS AADARSH A 23/65, 11TH STREET,  
ANNA NAGAR EAST, CHENNAI 600102**





**CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT OF THE NOTICE OF THE MEETING OF THE MEMBERS OF DVARA E-REGISTRY PRIVATE LIMITED HELD ON WEDNESDAY, THE 16<sup>TH</sup> DAY OF JUNE 2021 AT 3.00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 10<sup>TH</sup> FLOOR, PHASE-1, IIT MADRAS RESEARCH PARK, KANAGAM VILLAGE, TARAMANI, CHENNAI 600113**

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO.1: TO APPROVE ISSUE & ALLOTMENT OF SERIES M 0.001% COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON RIGHTS BASIS:**

The Board of Directors in their meeting held on 12<sup>th</sup> June, 2021 has approved the proposal for raising funds up to INR 10,000/- (Indian Rupees Ten Thousand only) by way of issue of 1000 (One Thousand) fully paid up **Series M 0.001% Compulsorily Convertible Preference Shares** in one or more tranche(s) on Rights Basis to the equity Shareholders of the Company.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, inter alia, requires the Company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares.

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue CCPS, in one or more tranche(s), at par on Rights basis to the Equity Shareholders of the Company.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of CCPS, are as under:

1.	Size of the issue;  Total number of preference shares to be issued; Nominal value of each share	INR 10,000/- (Indian Rupees Ten Thousand only)  1000 (One Thousand) 0.001% Compulsorily Convertible Preference Shares. INR 10/- per share
2.	Nature of shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Series M 0.001% Compulsorily Convertible Preference Shares.
3.	Objective of the issue	To develop the resources for the growth of the business of the Company and to contribute to the Company's present operations.

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4.	Manner of issue of shares	Rights Basis
5.	Price at which the shares are proposed to be issued	Each Compulsorily Convertible Preference Shares shall be issued and allotted at face value of INR 10/- (Indian Rupees Ten Only)
6.	The basis on which the price has been arrived at	NA
7.	The terms of issue, including terms and rate of dividend on each share	The material term of raising CCPS are as set forth in Annexure 1 ( Including Terms and Rate of Dividend on each Share)
8.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Redemption Not applicable for CCPS  CCPS shall be converted into equity shares of the company, in the manner agreed amongst the Company, existing equity and proposed preference shareholders as per Annexure 1.
9.	Manner and modes of redemption.	NA
10.	Current shareholding pattern of the Company	Shareholder Pattern herein given in this Explanatory Statement.
11.	Expected dilution in the equity share capital upon conversion of preference shares (on a fully diluted basis)	The Expected dilution in the equity share capital upon conversion of preference shares (on a fully diluted basis) as set forth in Annexure 1
12.	Renunciation of Rights	The rights entitlement of a shareholder can be renounced fully or partly by a shareholder in favor of any other person/s.
13.	Ranking of equity shares arising on conversion	The Equity Shares to be allotted on conversion of the CCPS shall rank pari passu in all respects with the then existing Equity Shares of the Company, and shall be subject to the Memorandum and Articles of Association of the Company.





## CURRENT EQUITY SHARE HOLDING

Category Code	Category of Shareholder	No. of Shares held	% to Total Holding
A	Promoter's Holding:		
1	Indian:		
	Individual	1	0.01
	Bodies Corporate	-	-
	Others : Trust	9,999	99.99
	Sub Total	<b>9,999</b>	<b>99.99</b>
2	Foreign Promoters	-	-
	Sub Total (A)	<b>10,000</b>	<b>100.00</b>
B	Non-Promoter's Holding:		
1	Institutional Investors	-	-
2	Non-Institution:		
	Private Corporate Bodies	-	-
	Directors and Relatives	-	-
	Indian Public	-	-
	Venture Capital	-	-
	Others : Trust	-	-
	Sub Total (B)	-	-
	GRAND TOTAL (A+B)	<b>10,000</b>	<b>100.00</b>

This issuance of preference shares, in terms Section 55 of the Companies Act, 2013, requires the members of the Company to approve the same through a special resolution. Also, Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a company by allotment of etc., such further Shares shall be offered to the shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 55 & 62 and all other applicable provisions of the Companies Act, 2013 and other applicable acts, rules and regulations.

Documents and papers referred to in the resolution along with detailed projections, and other related documents shall be available for inspection between 10 a.m. to 1 p.m. on all working days at the registered office of the Company and shall also be available for inspection during the



meeting.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed issue on Rights Issue as set out in the resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested in the said resolution.

The Board of Directors recommends the resolution for your approval.

**//CERTIFIED TRUE COPY//  
FOR DVARA E-REGISTRY PRIVATE LIMITED**

A handwritten signature in black ink, appearing to read 'Vijayaraghavan Venkatesan', with a horizontal line underneath.

**VIJAYARAGHAVAN VENKATESAN  
DIRECTOR  
DIN: 02542069**

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