

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF MODI & MODI REALTY HYDERABAD PRIVATE LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 5-4-87/3 & 4, 3RD FLOOR, SOHAM MANSION, M.G. ROAD, SECUNDERABAD – 500003, ON APRIL 27, 2020

Retirement from LLP:

“RESOLVED THAT the Board of Directors hereby give their consent to act as a part the Modi Realty Vikarabad LLP in which the company is a partner.

RESOLVED FURTHER THAT Mr. Soham Satish Modi, Director, be and is hereby authorized to execute various deeds and documents on behalf of the Company and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable in the capacity of authorized representative of the Company which is designated partner in Modi Realty Vikarabad LLP.”

For Modi & Modi Realty Hyderabad Private Limited



**Soham Satish Modi
Director**

// Certified True Copy //

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MINUTES OF THE MEETING 2020-21 OF THE BOARD OF DIRECTORS OF M/S. MODI & MODI REALTY HYDERABAD PRIVATE LIMITED HELD ON FRIDAY THE 27TH DAY OF NOVEMBER, 2020 AT 11:00 A.M. IST AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5-4-187/3&4, SOHAM MANSION, 2ND FLOOR, M.G. ROAD, SECUNDERABAD, 500003 TELANGANA, INDIA. End Time: 11:45 AM

Directors Physically Present:

- | | | |
|---------------------------|---|----------|
| 1. Mr. Soham Satish Modi | - | Director |
| 2. Mr. Ashish Pramod Modi | - | Director |

Item No. 1 – To elect the Chairman of the meeting

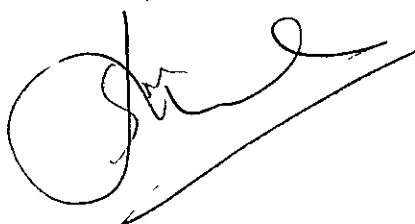
The Board unanimously elected Mr. Soham Satish Modi, Director of the Company as Chairman to preside over the meeting. Further, he welcomed the Director at the Meeting of the Board of Directors. After ascertaining the quorum, he called the meeting in order and thereafter agenda of the meeting was taken up.

Item No. 2 – To grant leave of absence, if any

Since all the Directors were present to the meeting, no leave of absence was required to be granted to any Director of the company.

Item No. 3 – To confirm the minutes of the previous board meeting.

The Chairman placed before the Board the minutes of the previous meeting of the Board of Directors and requested the confirmation of the Board. The same were taken to be read and confirmed by the Board.



Item No. 4 – BUSINESS UPDATE:

Mr. Soham Satish Modi, presented an update on Business performance and cash flow status of the Company, for the period April 2020 to November 2020. Further, the Board discussed lockdown situation and consequent business disruption caused by the pandemic. The chairman further informed the Board that the company is expected to commence operations in the F.Y 2020-21. The Board Members discussed the updates provided, and expressed satisfaction on the road map to performance of the Company.

Item No. 5 – VOTE OF THANKS:

There being no other business to conduct, the meeting concluded with a vote of thanks to the chair.

Place : Hyderabad

Date :



CHAIRMAN
Mr. Soham Satish Modi

MINUTES OF MEETING OF BOARD OF DIRECTORS OF M/s. MODI & MODI REALTY HYDERABAD PRIVATE LIMITED ON 09TH JANUARY 2021, AT 5-4-187/3 & 4 SOHAM MANSION, M.G. ROAD, SECUNDERABAD, HYDERABAD-500003.

Meeting commenced at 10:00 AM and ended at 11:00 AM

DIRECTORS PRESENT:

1. Mr. Ashish Pramod Modi
2. Mr. Soham Satish Modi

CHAIRMAN OF THE MEETING:

Mr. Soham Satish Modi occupied the Chair and presided over the meeting with the consent of all the board members. After ascertaining the presence of quorum, the Chairman declared that the meeting was duly convened and properly constituted and agenda of the meeting was taken up.

CONFIRMATION OF THE LAST MINUTES:

The minutes of the last meeting of Board of Directors duly initialled by the Chairman were placed before the Board and board took note of same.

QUORUM

The Chairman noted that quorum of the Board of Directors was present and declared the meeting open for the following transactions of business.

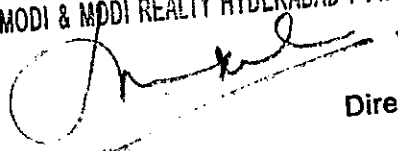
1. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

The Chairman informed the Board that considering the necessity of new long-term capital for funding the business operations of the Company, it is proposed to increase the existing authorized share capital from Rs. 1,00,000 (Rupee One Lakh Only) to Rs 1,25,00,000 (Rupee One Crore Twenty Five Lakh Only). Considering the same Board passed the following resolution unanimously:

“RESOLVED THAT pursuant to the provisions of section 61 and 64 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, the consent of the Board of directors of the Company be and is hereby accorded, subject to the approval of the shareholders in the Extra-ordinary General Meeting, to increase the Authorized share capital of the Company from existing Rs 1,00,000 (Rupees One Lakh Only) divided into 10,000 (Ten Thousand Only) Equity shares of Rs 10 each to Rs 1,25,00,000 (Rupee One Crore Twenty Five Lakh Only) divided into 12,50,000 (Twelve Lakh Fifty Thousand Only) Equity shares of Rs 10 each ranking pari-passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT Mr. Ashish Pramod Modi and/or Mr. Soham Satish Modi, directors of the Company, be and are hereby jointly and severally be authorized to sign all such forms, returns and documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

For MODI & MODI REALTY HYDERABAD PVT. LTD.


Director



2. TO ALTER THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

The Chairman informed the Board that consequent to the proposed increase in the authorized share capital, the capital clause of the Memorandum of Association i.e., Clause V is required to be altered accordingly. Considering the same Board passed the following resolution unanimously:

“RESOLVED THAT pursuant to the provisions of section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 and such other rules framed thereunder, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of the shareholders in the Extra-ordinary General Meeting of the Company be altered and substituted by the following clause:

“V. The Authorised share capital of the Company is Rs 1,25,00,000 (Rupee One Crore Twenty Five Lakh Only) divided into 12,50,000 (Twelve Lakh Fifty Thousand Only) Equity Shares of Rs 10 (Rupee Ten) each.”

RESOLVED FURTHER THAT Mr. Ashish Pramod Modi and/or Mr. Soham Satish Modi, directors of the Company, be and are hereby jointly and severally authorized to sign all such forms, returns and documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

3. CONVERSION OF LOAN AMOUNT TO SHARE CAPITAL

The Board has considered the fact that the Company taken loan from Modi Housing Private Limited and Modi and Modi Financial Services LLP. It is proposed to convert the unsecured loan taken into equity share capital.

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and are hereby accorded to create, issue, offer and allot equity shares.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT Mr. Ashish Pramod Modi and/or Mr. Soham Satish Modi, directors of the Company, be and are hereby jointly and severally authorized to sign all such forms, returns and documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

4. NOTICE FOR CALLING AN EXTRA-ORDINARY GENERAL MEETING (EGM)

The Chairman again explained that in connection with the above said resolutions, it is necessary to convene an EGM of the Company. A draft of the Notice calling an EGM was also placed before the Board for its perusal. Considering the same board passed the following resolution unanimously:



For MODI & MODI REALTY HYDERABAD PVT. LTD.

Director

MODI & MODI REALTY HYDERABAD PVT LTD

5-4-187/3&4, II floor, MG Road,
Secunderabad – 500 003.
Phone: +91-40-66335551

“RESOLVED THAT the EGM of the Company shall be convened on 01st February 2021 at the registered office of the Company to consider the matter given in the notice as per draft placed before the meeting.

RESOLVED FURTHER THAT draft notice of EGM as placed before the Board together with explanatory statement thereto be and is hereby approved and Mr. Ashish Pramod Modi and/or Mr. Soham Satish Modi, directors of the Company be and are hereby jointly and severally authorized to sign and issue the same to all the shareholders of the Company.”

Vote of Thanks:

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

For Modi & Modi Realty Hyderabad Private Limited



A handwritten signature in black ink, appearing to be "Soham Satish Modi".

Mr. Soham Satish Modi
Director
DIN: 00522546

Place: Hyderabad
Date: 09 January 2021

MODI & MODI REALTY HYDERABAD PVT LTD

CIN No. U70100TG2020PTC138475

5-4-187/3&4, II floor, MG Road,
Secunderabad – 500 003.
Phone: +91-40-66335551

MINUTES OF MEETING OF BOARD OF DIRECTORS OF M/s. MODI & MODI REALTY HYDERABAD PRIVATE LIMITED ON 20TH MARCH 2021, AT 5-4-187/3 & 4 SOHAM MANSION, M.G. ROAD, SECUNDERABAD, HYDERABAD- 500003.

Meeting commenced at 10:00 AM and ended at 11:00 AM

DIRECTORS PRESENT:

1. Mr. Ashish Pramod Modi
2. Mr. Soham Satish Modi

CHAIRMAN OF THE MEETING:

Mr. Soham Satish Modi occupied the Chair and presided over the meeting with the consent of all the board members. After ascertaining the presence of quorum, the Chairman declared that the meeting was duly convened and properly constituted and agenda of the meeting was taken up.

CONFIRMATION OF THE LAST MINUTES:

The minutes of the last meeting of Board of Directors duly initialled by the Chairman were placed before the Board and board took note of same.

QUORUM

The Chairman noted that quorum of the Board of Directors was present and declared the meeting was properly constituted and agenda of the meeting was taken up.

Item No. 1

ALLOTMENT OF EQUITY SHARES ISSUED ON PREFERENTIAL BASIS AND ISSUE OF SHARE CERTIFICATES

The Chairman informed the Board that considering the necessity of the Company Act, 2013 (the 'Act') the Company shall allot and issue share certificates pursuant with the approval received from shareholders in the EGM held on 01st February 2021 for issue of shares on preferential basis. Considering the same, the Board passed the following resolution unanimously:

“RESOLVED THAT 5,80,000 Equity shares of Rs. 10/- each, be and are hereby allotted to, M/s Modi & Modi Financial Services LLP and 5,77,500 Equity shares of Rs. 10/- each, be and are hereby allotted to M/s Modi Housing Private Limited.

“RESOLVED THAT pursuant to section 46(3) of the Companies Act, 2013, Rule 5(1) of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Act, share certificates hereby are issued in pursuance to issue of shares on preferential basis, the details of members are mentioned below:-

For MODI & MODI REALTY HYDERABAD PVT. LTD.

Director

MODI & MODI REALTY HYDERABAD PVT LTD

5-4-187/3&4, II floor, MG Road,
Secunderabad – 500 003.
Phone: +91-40-66335551

CIN No. U70100TG2020PTC138475

S. No.	Name of the shareholder	No. of shares allotted	Certificate No.	Distinctive No. of shares		Amount in Rs.
				From	To	
1	Modi & Modi Financial Services LLP	5,80,000	3	10,001	5,90,000	6,81,84,800
2	Modi Housing Private Limited	5,77,500	4	5,90,001	11,67,500	6,78,90,900

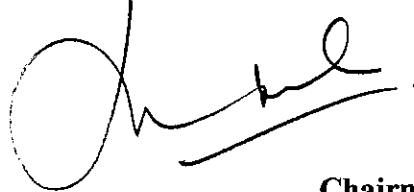
RESOLVED FURTHER THAT the equity share certificates of the company in respect of such shares be issued to the aforesaid shareholder of the company and the same be signed by Mr. Ashish Pramod Modi and Mr. Soham Satish Modi, directors of the Company.

RESOLVED FURTHER THAT Mr. Soham Satish Modi, director of the Company, be and is hereby authorized to sign all such forms, returns and documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

Vote of Thanks:

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

Place: Hyderabad
Date: 20 March 2021


Chairman.
For MODI & MODI REALTY HYDERABAD PVT. LTD.

Director