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**MINUTES OF MEETING OF BOARD OF DIRECTORS OF SDNMKJ REALTY PRIVATE LIMITED ON 28<sup>th</sup> APRIL, 2021 AT 10:00AM AT 5-4-187/3 & 4 SOHAM MANSION, M.G. ROAD, SECUNDERABAD, HYDERABAD- 500003.(ZOOM CALL)**

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

**DIRECTORS PRESENT:**

1. Mr. Rajesh Jayantilal Kadakia
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:**

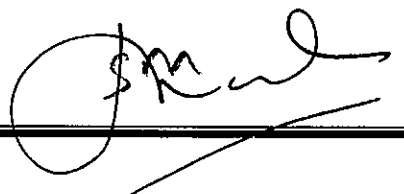
The minutes of the last meeting of Board of Directors duly initialled by the Chairman were placed before the Board and board took note of same.

**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. **CONVERSION OF COMPULSORY CONVERTIBLE CUMULATIVE NON - MARKETABLE DEBENTURES ("CCD'S") INTO EQUITY SHARES OF THE COMPANY, UNDER PREFERENTIAL ALLOTMENT AS PER THE DEBENTURE SUBSCRIPTION AGREEMENT DATED 12<sup>TH</sup> OCTOBER 2018.**

The Board considered the fact that the Company had allotted **Compulsory Convertible Cumulative Non - Marketable Debentures ("CCD'S")** to **Mr. Rajesh Jayantilal Kadakia** vide Extra ordinary General meeting held on 27<sup>th</sup> November, 2018. It is proposed to convert part of compulsory convertible debentures into equity share capital as per Schedule I to the debenture subscription agreement for conversion of 11,28,949 CCD's issued at face value of Rs.10/- each aggregating to



Rs.1,12,89,490 CCD into equity shares of the company. Chairman Further informed the board that, for the purpose of conversion of CCD's into equity, it will be required to increase the authorised 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 by Rs 4,00,000 (Rupee Four lakh Only) divided into 10,000 (Ten Thousand Only) Equity shares of Rs 10 each pursuant to which the authorized share capital of the Company shall be Rs. 5,00,000 (Rupee Five Lakh Only) divided into 50,000 (Fifty Thousand only) Equity shares of Rs 10 each, ranking pari passu in all respect with the existing Equity shares of the Company.

The board discussed and passed the following resolutions.

**"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 subject to the consent of the members of the Company the equity shares be allotted and consent of the board be and is hereby accorded to create, issue, offer and allot equity shares.

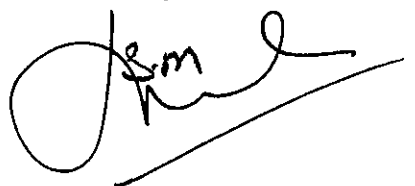
**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** Mr. Soham Satish Modi, and or Mr. Sharad Jayantilal Kadakia 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."

## **2. NOTICE FOR CALLING AN EXTRA-ORDINARY GENERAL MEETING (EGM)**

The Chairman 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:

**"RESOLVED THAT** the EGM of the Company shall be convened on Monday 31<sup>st</sup> May 2021 at the registered office of the Company to consider the matter given in the notice as per draft placed before the meeting.



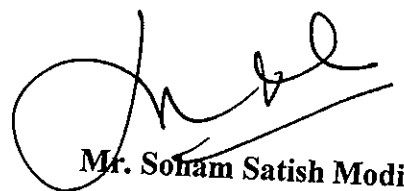
**RESOLVED FURTHER THAT** draft notice of EGM as placed before the Board together with explanatory statement thereto be and is hereby approved and Mr. Sharad Jayantilal Kadakia and/or Mr. Soham Satish Modi, directors of the Company be and are hereby jointly and severally authorized to sign and issue 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.

**Place: Hyderabad**

**Date:**



**Mr. Soham Satish Modi**

**Director**

**DIN: 00522546**

✓

Agreed

**SDNMKJ REALTY PVT LTD**

5-2-223, Gokul Distillery Road,  
Secunderabad- 500 003.  
Phone: +91-40-66335551

CIN: U70101TG2010PTC067667

EXTRACT OF THE BOARD RESOLUTION PASSED IN THE MEETING OF THE  
BOARD OF DIRECTORS OF THE COMPANY HELD AT THE REGISTERED OFFICE OF  
THE COMPANY.

COMPANY: SDNMKJ REALTY PRIVATE LIMITED

REGISTERED OFFICE: 5-2-223 GOKUL DISTILLERY ROAD SECUNDERABAD  
Telangana 500003

MEETING HELD ON: 06<sup>th</sup> August, 2021

DIRECTORS PRESENT: Mr. Soham Modi & Mr. Sharad Kadakia

**ITEM: ALLOTMENT OF EQUITY SHARES PURSUANT TO CONVERSION OF NON  
– MARKETABLE COMPULSORY CONVERTIBLE DEBENTURES INTO SHARE  
CAPITAL AND ISSUE OF SHARE CERTIFICATES THEREOF**

**“RESOLVED THAT:** in terms of the provisions of the Companies Act, 2013 read with rules made thereunder and as per the terms of the original issue, 11,28,949 (Eleven Lakh twenty-eight thousand nine hundred and forty nine only) compulsory convertible debentures be and are hereby cancelled and converted into 6314 Equity shares of face value Rs. 10/- and premium of Rs. 1,788/- each. The said valuation of equity is arrived at as per the valuation report of Registered Valuer Mr. A. Someswara Rao Registered Valuer-Securities or Financial Assets IBBI No: IBBI/RV/02/2019/11544 dated 28-04-2021.

**RESOLVED FURTHER THAT** the CCD holder Mr. Rajesh Kumar Jayantilal Kadakia be and is hereby allotted 6314 Equity Shares for 11,28,949 number of CCD's held by him. The said conversion is approved by shareholders of the company in an extra ordinary general meeting held on 31<sup>st</sup> day of May 2021.

**RESOLVED FURTHER THAT** the paid-up capital of the Company be and is hereby increased from 10,000 Equity Shares of Rs. 10/- each amounting to Rs. 10000 To 16314 Equity Shares of Rs. 10/- each aggregating to Rs 1,63,140 (One lakh sixty-three thousand one hundred forty only).

**RESOLVED FURTHER 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



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provisions of the Act, share certificates hereby is issued in pursuance to issue of shares upon conversion of CCD's, the details of members are mentioned below:

| S. No. | Name of the shareholder            | No. of shares allotted | Certificate No. | Distinctive No. of shares |        | No. of CCD's converted |
|--------|------------------------------------|------------------------|-----------------|---------------------------|--------|------------------------|
|        |                                    |                        |                 | From                      | To     |                        |
| 1      | Rajesh Kumar<br>Jayantilal Kadakia | 6314                   | 3               | 10,001                    | 16,314 | 11,28,949              |

**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. Sharad Kumar Jayanti Lal Kadakia and Mr. Soham Satish Modi, directors of the Company.

**RESOLVED FURTHER THAT** Mr. Soham Satish Modi (DIN: 00522546) Director of the Company be and is hereby authorized severally to do all acts and deeds as may be required for implementing this resolution including filing of relevant e-forms with the Registrar of Companies, Hyderabad Telangana and making entries in the Register of Members."

**\*\*Certified True Copy\*\***

For SDNMKJ Realty Private Limited

Mr. Soham Modi, Director

DIN: 00522546



Place: Hyderabad

Date: 06.08.2021

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EXTRACT OF THE BOARD RESOLUTION PASSED IN THE MEETING OF THE  
BOARD OF DIRECTORS OF THE COMPANY HELD AT THE REGISTERED OFFICE OF  
THE COMPANY.

COMPANY: SDNMKJ REALTY PRIVATE LIMITED

REGISTERED OFFICE: 5-2-223 GOKUL DISTILLERY ROAD SECUNDERABAD  
Telangana 500003

MEETING HELD ON: 06<sup>th</sup> August, 2021

DIRECTORS PRESENT: Mr. Soham Modi & Mr. Sharad Kadakia

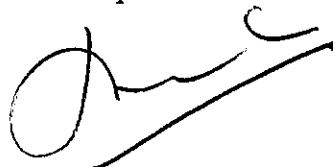
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**"RESOLVED THAT:** in terms of the provisions of the Companies Act, 2013 read with rules made thereunder and as per the terms of the original issue, 11,28,949 (Eleven Lakh twenty-eight thousand nine hundred and forty nine only) compulsory convertible debentures be and are hereby cancelled and converted into 6314 Equity shares of face value Rs. 10/- and premium of Rs. 1,788/- each. The said valuation of equity is arrived at as per the valuation report of Registered Valuer Mr. A. Someswara Rao Registered Valuer-Securities or Financial Assets IBBI No: IBBI/RV/02/2019/11544 dated 28-04-2021.

**RESOLVED FURTHER THAT** the CCD holder Mr. Rajesh Kumar Jayantilal Kadakia be and is hereby allotted 6314 Equity Shares for 11,28,949 number of CCD's held by him. The said conversion is approved by shareholders of the company in an extra ordinary general meeting held on 31<sup>st</sup> day of May 2021.

**RESOLVED FURTHER THAT** the paid-up capital of the Company be and is hereby increased from 10,000 Equity Shares of Rs. 10/- each amounting to Rs. 10000 To 16314 Equity Shares of Rs. 10/- each aggregating to Rs 1,63,140 (One lakh sixty-three thousand one hundred forty only).

**RESOLVED FURTHER 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



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| S. No. | Name of the shareholder         | No. of shares allotted | Certificate No. | Distinctive No. of shares |        | No. of CCD's converted |
|--------|---------------------------------|------------------------|-----------------|---------------------------|--------|------------------------|
|        |                                 |                        |                 | From                      | To     |                        |
| 1      | Rajesh Kumar Jayantilal Kadakia | 6314                   | 3               | 10,001                    | 16,314 | 11,28,949              |

**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. Sharad Kumar Jayanti Lal Kadakia and Mr. Soham Satish Modi, directors of the Company.

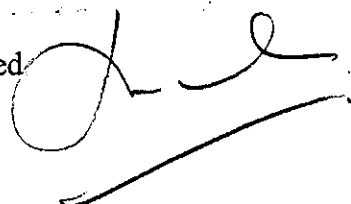
**RESOLVED FURTHER THAT** Mr. Soham Satish Modi (DIN: 00522546) Director of the Company be and is hereby authorized severally to do all acts and deeds as may be required for implementing this resolution including filing of relevant e-forms with the Registrar of Companies, Hyderabad Telangana and making entries in the Register of Members."

**\*\*Certified True Copy\*\***

For SDNMKJ Realty Private Limited

Mr. Soham Modi, Director

DIN: 00522546



Place: Hyderabad

Date: 06.08.2021

CIN: U70101TG2010PTC067667

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**MINUTES OF THE MEETING 2021-22 OF THE BOARD OF DIRECTORS OF M/S. SDNMKJ REALTY PRIVATE LIMITED HELD ON MONDAY THE 22<sup>ND</sup> DAY OF NOVEMBER, 2021 AT 12:00 P.M. IST AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5-2-223 GOKUL DISTILLERY ROAD SECUNDERABAD 500003 TELANGANA, INDIA. End Time: 12:35 PM**

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**Directors Present:**

- |                          |   |          |
|--------------------------|---|----------|
| 1. Mr. Soham Satish Modi | - | Director |
| 2. Mr. Sharad J Kadakia  | - | Director |
| 3. Mr. Rajesh J Kadakia  | - | Director |

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

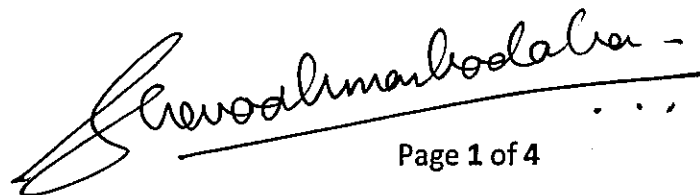
The Board unanimously elected Mr. Sharad J Kadakia , Director of the Company as Chairman to preside over the meeting. Further, he welcomed the Director at the Meeting of the Board of Directors. After ascertaining the quorum, he called the meeting in order and thereafter agenda of the meeting was taken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

  
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**Item No. 4** – To give. inter corporate deposits to M/s. Crescentia Labs Private Limited within limits prescribed in Section 186 of the Companies Act 2013.

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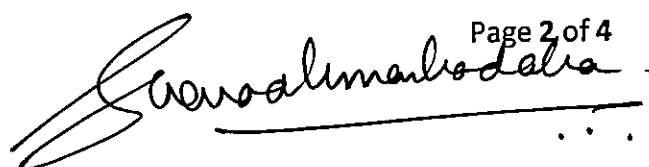
The Chairman informed the Board that, company intends to extend to Inter Corporate Deposit ("ICD") to M/s. Crescentia Labs Private Limited. This would enable the company to earn modest interest on its surplus reserve. Further, the Board was apprised that, company is in advanced negotiations with Crescentia Labs to buy 40% of its equity. In view of future interest in the company, it is advisable to extend ICD to facilitate final negotiations on acquisition of equity of the said company.

The Board consented and passed the following resolution unanimously.

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to other applicable laws and such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, approval of the Board of Directors of the Company (hereinafter referred to as 'the Board' to give inter corporate deposits amounting to Rs.30,00,000/- (Thirty Lakhs only) to M/s. Crescentia Labs Private Limited on such terms and conditions as it may deem expedient to the Board and M/s. Crescentia Labs Private Limited and that the aggregate of loans and investments so far made, the amounts for which, inter corporate deposits proposed to be made by the Board does not exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** Mr. Sharad Kadakia holding DIN 02903050 be and is hereby authorised to negotiate the terms and conditions of the above said inter-corporate deposits as he may deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

**RESOLVED FURTHER THAT** the consent of the Board be and is hereby accorded to authorise Mr. Sharad Kadakia holding DIN 02903050 to do all such acts, deeds, matters and things as it may, in his absolute discretion, deem necessary and with power to settle questions,

  
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CIN: U70101TG2010PTC067667

difficulties or doubts that may arise in this regard without requiring to secure any further approval of the Board.

**Item No. 5 - APPROVING PURCHASE OF 40% EQUITY SHARES OF M/s.  
CRESCENTIA LABS PRIVATE LIMITED (Transferor Company)**

The Chairman informed the Board that, company intends to acquire 40% equity shares from existing shareholders of M/s. Crescentia Labs Private Limited. Further the board was apprised of the property held by the transferor company which forms its major asset as on this date. He further informed that, Mr. Soham Satish Modi be authorised on behalf of the company to complete the aforementioned transaction.

The Board discussed and passed following resolution

**RESOLVED:**

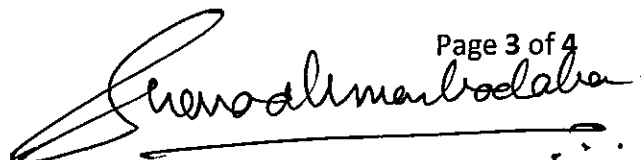
1. **THAT** the Company will purchase 40% all the issued and outstanding equity Shares in the paid – up capital stock of M/s. Crescentia Labs Private Limited from the following seller:

| Sellers              | Number and Category of Shares     |
|----------------------|-----------------------------------|
| Mr . Devendra Surana | 20,000 Equity share @83 per share |

The whole subject to and substantially upon the same terms and conditions contained in a LOI dated 23-11-2021 amongst the Company and the above-listed seller , the draft of which was placed before the Board and reviewed by the board of directors of the Company.

2. **THAT** Mr. Soham Satish Modi holding DIN 00522546, director of the Company be, and is hereby authorised to execute all transfer forms, documents, including but not limited to SH -4, Endorsement on the share certificate recording transfer etc.,

**THAT** Mr. Soham Satish Modi holding DIN 00522546 director of the Company, acting alone, be and he is hereby authorised and directed for and on behalf of and in the name of the Company

  
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CIN: U70101TG2010PTC067667

to execute and deliver all documents, deeds as may be required including any modification or changes thereto as he in his discretion may deem fit, his signature being conclusive proof of the execution of Transaction by the Company, as well as to execute and deliver all such other deeds, documents, instruments in writing and to perform and do all such acts and things as he in his discretion may consider to be essential, appropriate or useful for the purpose of giving effect to this resolution

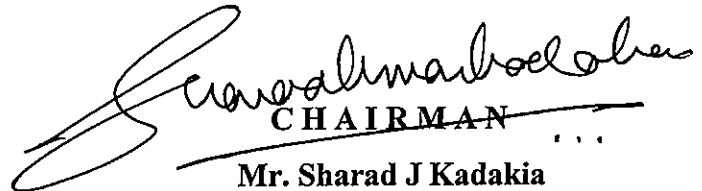
**Item No. 6 – VOTE OF THANKS**

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

Place : Hyderabad

Date :

  
**CHAIRMAN**  
**Mr. Sharad J Kadakia**

**MINUTES OF MEETING OF BOARD OF DIRECTORS OF SDNMKJ REALTY PRIVATE LIMITED ON MONDAY 17<sup>TH</sup> JANUARY, 2022 AT 11:00AM AT, INDIA, TO TRANSACT THE FOLLOWING BUSINESSES. (ZOOM CALL)**

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**Meeting commenced at 11:00 AM and ended at 11:30 AM**

**DIRECTORS PRESENT:**

1. Mr. Rajesh Jayantilal Kadakia
2. Mr. Soham Satish Modi
3. Mr. Sharad J Kadakia

**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:**

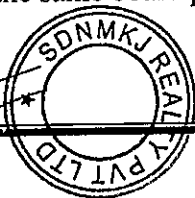
The minutes of the last meeting of Board of Directors duly initialled by the Chairman were placed before the Board and board took note of same.

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

The Chairman again explained that company intends to extend Inter corporate loan to M/s GV Discovery Centers Private Limited, a company having common directors and management within the group. In this regard, extension of such loan exceeds the limits specified under section 186 of the companies act 2013. Therefore, in connection with the said matter, 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:



**"RESOLVED THAT** the EGM of the Company shall be convened on Tuesday 08<sup>th</sup> February 2022 at the registered office of the Company to consider the matter given in the notice as per draft placed before the meeting.

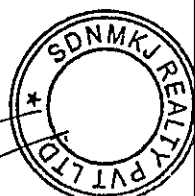
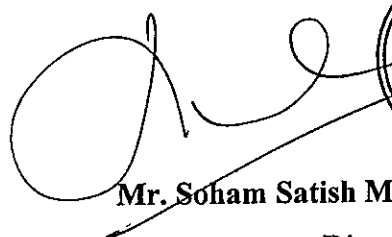
**RESOLVED FURTHER THAT** draft notice of EGM as placed before the Board together with explanatory statement thereto be and is hereby approved and Mr. Rajesh Jayantilal Kadakia and/or Mr. Soham Satish Modi, directors of the Company be and are hereby jointly and severally authorized to sign and issue 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.

**Place: Hyderabad**

**Date:**



**Mr. Soham Satish Modi**

**Director**

**DIN: 00522546**