

EGM Notice - 4

5-4-187/3&4, II floor, MG Road,
Secunderabad - 500 003.
Phone: +91-40-66335551
U73100TG2018PTC127421

GV DISCOVERY CENTERS PVT LTD

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of GV Discovery Centers Private Limited will be held at on Friday, 12th February, 2021 at 04.00 P.M at 5-4-187/3&4, Soham Mansion, 2nd Floor, M.G. Road, Secunderabad - 500003 at shorter notice to transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE THE SHARE SUBSCRIPTION AGREEMENT

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

"RESOLVED THAT pursuant to provisions of Section 55 and all other applicable provisions, if any, of the Companies Act, 2013 and related regulations made there under and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to any permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for the issue of compulsorily convertible preference shares "CCPS" as consideration for the funds to be received from JVRX Asset Management Private Limited on the terms and conditions set out in the Share Subscription agreement.

RESOLVED FURTHER THAT the consent of members of the Company, be and is hereby given to the Board of Directors to enter into the Shares Subscription Agreement to be executed between the Company and JVRX Asset Management Private Limited which enumerates the terms, conditions and covenants.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Soham Satish Modi, Director of the company be and is hereby authorized to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or their by-laws, rules, regulations or guidelines, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."



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2. TO APPROVE THE ISSUE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 55 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, and the relevant provisions of the Articles of Association of the Company, if any, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board') of the Company to issue and allot 5,00,000 (Five Lakhs Only) Compulsorily Convertible Preference Shares ("CCPS") of Face Value Rs. 10/- each (Rupees Ten Only) of Class A for a total amount of Rs. 50,00,000 (Rupees Fifty Lakhs Only) to JVR X Asset Management Private Limited, having its registered office at Plot 54, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500034 on such terms as mentioned in the share subscription agreement in one or more tranches, through Private Placement.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Soham Satish Modi, Director of the company be and is hereby authorized to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or their bye-laws, rules, regulations or guidelines, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

For GV Discovery Centers Private Limited

Soham Satish Modi
Director
DIN: 00522546



Place: Hyderabad
Date: 12.02.2021

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. Explanatory Statement pursuant to Section 102 of the Companies Act 2013 in respect of Special Business set out in the notice is enclosed herewith.
3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board resolution authorising their representative to attend and vote on their behalf at the meeting.
5. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, upto and including the date of the General Meeting of the Company.




EXPLANATORY STATEMENT

Pursuant To Section 102 Of The Companies Act, 2013

Item No. 1&2

The Company is desirous of raising capital to fund future operations and accordingly, JVRX Asset Management Private Limited, having its registered office at 6-3-569/1, 4th Floor, Above BMW Show Room Opp. RTA Office, Khairatabad Hyderabad -500082, has agreed to invest in the Company by acquiring 500,000 (Five Lakhs Only) Compulsorily Convertible Preference Shares ("CCPS") of Rs. 10/- (Rupees Ten only) each of Class-A, ("Proposed Issue") of the Company, in one or more tranches.

Accordingly, the Board of Directors of the Company at its meeting held on 10.02.2021 has accepted the request and given consent, subject to approval of Members by way of Special Resolution, to issue and allot 500,000 (Five Lakhs Only) Compulsorily Convertible Preference Shares ("CCPS") of Rs. 10/- (Rupees Ten only) each of Class-A on such terms and Conditions as incorporated in the Share Subscription Agreement to be executed between the company and JVRX Asset Management Private Limited, a draft of which will be kept open for inspection of members at the registered office of the company.

Detailed information as required under Section 42 is enumerated below:

1. The following disclosures as required under Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 are made:
 - (i) The Promoters along with the other parties are developing a lab space Facility in the land owned by the Company. The funds required shall be infused by the Promoters and Advisors.
 - (ii) The JVRX Asset Management Private Limited, in consideration of the aforesaid infusion of the funds in have agreed to subscribe (by itself or through its Affiliates) to 5,00,000 (Five Lakhs Only) Compulsorily Convertible Preference Shares ("CCPS") of Class-A, for a total amount of Rs. 50,00,000 (Rupees Fifty Lakhs Only).
 - (iii) The Promoters, Advisors and Independent Parties shall have the right to transfer any or all of the CCPS to any third party with the prior written consent of the Company and other CCPS holders.
 - (iv) The Promoters, Advisors and Independent Parties shall have the right to convert any or all of the CCPS into Equity Shares at any time subject to prior approval of the other CCPS holders, in a manner as shall be mutually agreed upon by the Parties. Any CCPS not converted into Equity Shares shall compulsorily convert into Equity Shares on expiry of 10 (ten) years from the date of allotment .



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- (v) Upon conversion of the CCPS into Equity Shares, the Equity Shares shall rank pari passu in all respects and shall be identical to the existing Equity Shares, including all rights and benefits attached to such existing Equity Shares.
- (vi) Notwithstanding anything contained herein, the conversion of Class A CCPS shall occur before conversion of Class B CCPS.
- (vii) The pre issue and post issue shareholding pattern of the company is as under:

Sr. No.	Category	Pre Issue (Equity)		Post Issue (Equity + CCPS)	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters' holding :				
	Indian :				
	Individual Equity Preference (CCPS)	10,000 20,00,000	0.36% 72.27%	10,000 20,00,000	0.31% 61.02%
	Bodies Corporate Equity Preference (CCPS)	- 7,57,500	- 27.37%	- 7,57,500	- 23.18%
	Sub Total	27,67,500	100%	27,67,500	84.70%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	27,67,500	100%	27,67,500	84.70%
B	Non-Promoters' holding :				
1	Institutional Investors	-	-	-	-
2	Non-Institution :				
	Bodies Corporate(Including Trust)	-	-	5,00,000	15.30%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total(B)	-	-	-	-



[Handwritten Signature]

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	GRAND TOTAL	27,67,500	100%	32,67,500	100%
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2. The allotment of aforesaid CCPSs of INR 50,00,000 (Rupees Fifty Lakhs Only) on a preferential/private placement basis made pursuant to the above proposed Special Resolution shall be completed within a period of twelve months from the date of passing of the special resolution.
3. The issue price of the aforesaid CCPSs of INR 50,00,000 (Rupees Fifty Lakhs Only) each to be issued on a private placement basis for cash has been determined on the basis of valuation report of Mr. A Someswara Rao, Registered Valuer, having their office at Flat No.301, Wayside Residency, Tirumala Hills Colony, Manikonda, Hyderabad-500089.
4. The said CCPSs of INR 50,00,000 (Rupees Fifty Lakhs Only) each are offered on a private placement basis with an option of conversion into equity shares. The price of the resultant shares has been determined beforehand on the basis of a valuation report of Registered Valuer, having their office at Hyderabad.
5. Henceforth, the resolutions at Item No. 2 is proposed.
6. None of the Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, have any concern or interest in the nature of, financial or otherwise with respect to this issue.
7. Your Directors recommend the Resolution for your approval as a Special Resolution.
8. The Company has to the best of its capabilities disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

For GV Discovery Centers Private Limited

Soham Satish Modi
Director
DIN: 00522546
Place: Hyderabad



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EXTRACT OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF GV DISCOVERY CENTERS PRIVATE LIMITED HELD ON ON FRIDAY, 12TH FEBRUARY, 2021 AT 04.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5-4-187/3&4, SOHAM MANSION, 2nd FLOOR, M.G. ROAD, SECUNDERABAD - 500003.

TO APPROVE THE ISSUE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES

"RESOLVED THAT pursuant to the provisions of Sections 42, 55 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, and the relevant provisions of the Articles of Association of the Company, if any, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board') of the Company to issue and allot 5,00,000 (Five Lakhs Only) Compulsorily Convertible Preference Shares ("CCPS") of Face Value Rs. 10/- each (Rupees Ten Only) of Class A for a total amount of Rs. 50,00,000 (Rupees Fifty Lakhs Only) to JVR X Asset Management Private Limited, having its registered office at Plot 54, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500034 on such terms as mentioned in the share subscription agreement in one or more tranches, through Private Placement."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Soham Satish Modi, Director of the company be and is hereby authorized to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or their bye-laws, rules, regulations or guidelines, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

//Certified True Copy//

For GV Discovery Centers Private Limited



Soham Satish Modi
Director
DIN: 00522546
Place:Hyderabad
Date: 12.02.2021

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For GV Discovery Centers Private Limited

Soham Satish Modi
Director
DIN: 00522546
Place: Hyderabad

