

(8) (1)

Form PAS-4

PART-A

PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

[Pursuant to section 42 and Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

1. GENERAL INFORMATION:

- i. Name, address, website, if any and other contact details of the Company indicating both registered office and corporate office:

Name	GV Discovery Centers Private Limited
CIN	U73100TG2018PTC127421
Registered office address	5-4-187/3&4, Soham Mansion, 2 ND Floor, M.G.Road, Secunderabad, Hyderabad TG 500003
Corporate office address	NA
EMail	moditejal@hotmail.com
Contact number	

- ii. Date of Incorporation : October 5, 2018

- iii. Business carried on by the Company and its subsidiaries with the details of branches or units, if any:

GV Discovery Centers Private Limited is involved in research, development, manufacture, utilization and business, sell, deal, export and import in all types of Medical, Agricultural and Industrial Biotechnology, Biometric, bio-informatics, bio-pesticides, bio-fertilizers, Biochemicals, Vaccines, production of harmless yeast, utilization of Bacteria for production of bio-energy, beverages, Hybridization of seeds etc.

- iv. Brief particulars of the management of the company:

The day to day operations of the Company is managed by its board of directors. The board of directors consists of the following members:

- (a) Soham Satish Modi: Director of the Company since incorporation i.e. October 5th, 2018, resides at Plot no -280, Road no - 25, Jubilee Hills, Hyderabad, Telangana, India



- (b) Tejal Soham Modi: Director of the Company since October 5th, 2018, resides at Plot no -280, Road no -25, Jubilee Hills, Hyderabad, Telangana, India
- (c) Sharad Kumar Jayantilal Kadakia: Director of the Company since November 1st, 2018 resides at 5-2-223 Gokul Distillery Road, Opp. Andhra Bank, Hyderbasti, Secunderabad, Hyderabad, Telangana, India 500003.

- v. **Management's perception of risk factors:** The Company has established adequate internal control to safeguard the assets and other properties of the Company and ensure reliability of its financial statements and reports. Risk evaluation and management of risk is an ongoing process in the Company.
- vii. **Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of-**
- | | |
|--|-------|
| i. Statutory dues | : Nil |
| ii. Debentures and interest thereon | : Nil |
| iii. Deposits and interest thereon | : Nil |
| iv. Loan from any bank or financial institution and interest thereon | : Nil |
- viii. **Name, Designation, address and phone number, email ID of the nodal/compliance officer of the company, if any, for the private placement offer process;**
- | | |
|-------------|--|
| Name | : Soham Satish Modi |
| Designation | : Director |
| Address | : Plot no -280, Road no - 25, Jubilee Hills, Hyderabad, Telangana, India. |
| Phone No. | : 040-66335551 |
| E-mail | : rochyderabad@mediproperties.com |
- ix. **Any default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder.** NA



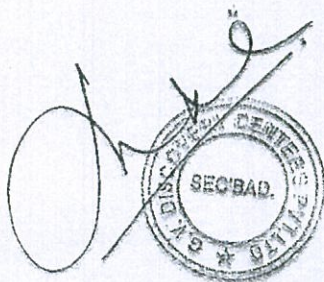
2. PARTICULARS OF THE OFFER:

- i. Financial position of the Company for the last three financial years : The annual reports of the Company for the last two financial years March 31, 2020, March 31, 2019 are enclosed with this offer letter.
- ii. Date of passing of board resolution : February 10th, 2021
- iii. Date of passing of resolution in the general meeting, authorizing the offer of securities : February 12th, 2021
- iv. Kinds of securities offered (i.e. whether share or debenture) and class of security; total number of shares or other securities to be issued : (a) 500,000 (Five Lakhs) compulsorily convertible preference shares of Rs. 10/- (Rupees Ten only) each ("CCPS"). ("Proposed Issue")
- v. Price at which the security is being offered including the premium, if any, along with justification of the price : The shares comprising of Proposed Issue, will be issued @ Rs. 10/- (Rupees Ten only) each share.
- vi. Name and address of the Valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered Valuer. : Price has been arrived at based on the valuation report furnished by the Registered Valuer, Mr. A Someswara Rao who have arrived at the Net Asset Valuation
Name: Mr. A Someswara Rao
Address: Flat No.301, Wayside Residency, Tirumala Hills Colony, Manikonda, Hyderabad-500089
Basis: Net Asset Valuation
- vii. Relevant date with reference to which the price has been arrived at : 08th February, 2021
[Relevant date means a date at least thirty days prior to the date on which the general meeting of the Company is scheduled to be held]
- viii. The class or classes of persons to whom the allotment is proposed to be made : Company

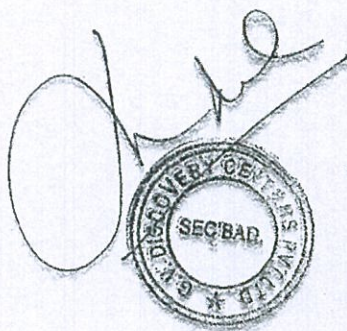


- ix. Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer). : The promoter, directors or key managerial personnel are not subscribing in the current offer.
- x. Proposed time within which the allotment shall be completed : Subject to the applicable law, the allotment of shares shall be completed in within a period of 12 (twelve) months from the date of passing special resolution by the shareholders.
- xi. The names of proposed allottees and the percentage of the post private placement capital that may be held by them. : JVRX Asset Management Private Limited, 15.30%
- xii. The change in control, if any, in the company that would occur consequent to the private placement : Nil
- xiii. The number of persons to whom allotment on preferential basis/private placement/rights issue has already been made during the year, in terms of number of securities as well as price : Nil
- xiv. The justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer : Not applicable
- xv. Amount which the Company intends to raise by way of proposed offer of securities : Rs. 50,00,000/- (Rupees Fifty Lakhs only).
- xvi. Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment : The shares comprising of Proposed Issue, will be issued @ Rs. 10/- (Rupees Ten only) each share (CCPS).

CCPS will be Compulsorily Convertible, Preference Shares. The brief terms of issue of CCPS have been enclosed in the Explanatory Statement.



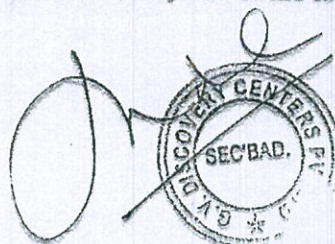
- xvii. Proposed time schedule for which the private placement offer cum application letter is valid. : The applicants will have to accept the offer letter within a period of 30 (twenty) days and the allotment of shares pursuant to this offer letter will be made within a maximum period of 12 (twelve) months.
- xviii. Purposes and objects of the offer : The Company is desirous of raising capital to fund future operations
- xix. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects. : NIL
- xx. Principle terms of assets charged as security, if applicable : Not Applicable
- xxi. The details of significant and material orders passed by Regulators, Courts and Tribunals impacting the going concern status of the Company and its future operations : NIL
- xxii. The pre-issue and post-issue shareholding pattern of the Company : The shareholding pattern below is given



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)	-	-	-	-
	GRAND TOTAL	27,67,500	100%	32,67,500	100%

3. MODE OF PAYMENT FOR SUBSCRIPTION ; Any one of the following modes

- Cheque
- Demand Draft
- Other Banking Channels✓



4. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATIONS, ETC.

i. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons. NIL

ii. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last two years immediately preceding the year of issue of the private placement offer cum application letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed. NIL

iii. Remuneration of directors (during the current year and last two financial years):

Sl. No.	Directors	Year ending 31.03.2020	Year ending 31.03.2019
1.	Soham Satish Modi	NA	NA
2.	Sharad Kumar Jayantilal Kadakia	NA	NA
3.	Tejal Soham Modi	NA	NA

iv. Related party transactions entered during the two financial years immediately preceding the year of issue of private placement offer cum application letter including with regard to loans made or, guarantees given or securities provided. -

Sl. No	Nature of transactions	Name of the related party	Year ending 31.03.2020	Year ending 31.03.2019
1.	Unsecured Loan	Sharad Kadakia	1,00,000	1,00,00,000
2.	Unsecured Loan	Rajesh Kadakia	0	1,00,00,000



v. Summary of reservations or qualifications or adverse remarks of auditors in the two financial years immediately preceding the year of issue of private placement offer cum application letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark: NIL

vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of issue of private placement offer cum application letter in the case of company and all of its subsidiaries and, if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of private placement offer cum application letter and if so, section-wise details thereof for the company and all of its subsidiaries: NIL

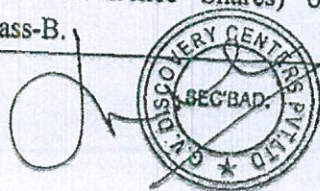
vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company: NIL

5. FINANCIAL POSITION OF THE COMPANY

The capital structure of the company: -

- (i) (a) The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value):

Authorised Capital	:	Rs. 5,10,00,000 /- (Rupees Five Crore Ten Lakhs only) divided into: Equity: 100,000 (One Lakh) equity shares of Rs. 10/- (Rupees Ten each). Preference: 10,75,000 Compulsorily Convertible Preference Shares (CCPS) of 10.00 rupees each of Class A and 39,25,000 Compulsorily Convertible Preference Shares (CCPS) of 10.00 rupees each of Class B
Issued Capital	:	10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten) each.
Subscribed Capital	:	
Paid-up Capital	:	537,500 (Five Lakh) Compulsorily Convertible Preference Shares) of Rs.10/- (Rupees Ten only) of Class-A. 22,20,000 (Twenty-Two Lakh Twenty Thousand Only) Compulsorily Convertible Preference Shares) of Rs.10/- (Rupees Ten only) of Class-B.



(b)	Size of the present offer	:	(a) 5,00,000 (Five Lakh). CLASS - A compulsorily convertible preference shares of Rs. 10/- (Rupees Ten only) each
(c)	Paid up capital	:	(a) 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten only) each; and (b) 10,37,500 (Ten Lakh Thrity Seven Thousand Five Hundred Only) compulsorily convertible preference shares of Rs. 10/- (Rupees Ten only) each of Class - A. (c) 22,20,000 (Twenty Two Lakh Twenty Thousand Only) Compulsorily Convertible Preference Shares) of Rs.10/- (Rupees Ten only) of Class-B
(d)	Share premium account (before and after the offer)	:	Nil

(b) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid - NIL

(c) A summary of the financial position of the company as in the two audited balance sheets immediately preceding the date of issue of private placement offer cum application letter:

Particulars	2019-20	2018-2019
Total Income	4,59,478	89,691
Total expenditure	13,22,827	229,559
Profit/(Loss) before exceptional and extraordinary items and tax	(8,63,349)	(139,868)
Exceptional items (deferred tax)	(799)	Nil
Profit/(Loss) before extraordinary items and tax	(8,63,349)	(139,868)
Extra ordinary items	Nil	Nil
Profit before tax	Nil	Nil
Tax Expense:	Nil	Nil
Current Tax	Nil	Nil
MAT credit entitlement	Nil	Nil



Deferred Tax	799	Nil
Short provision for tax in the earlier years		Nil
Profit/(Loss) after tax	(8,64,148)	(139,868)

(d) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company: NIL

PART-B

(To be filled by the Applicant)

- i. Name : JVRX Asset Management Private Limited
- ii. Father's name : Not Applicable
- iii. Complete address including flat/house number, street, locality, pin code : 6-3-569/1, 4th Floor, Above BMW Show Room Opp RTA Office, Khairatabad Hyderabad 500082
- iv. Phone Number, if any :
- v. Email ID, if any :
- vi. PAN Number : _____
- vii. Bank Account details : _____

Signature:

Initial of the Officer of the Company designated to keep the record.

6. DECLARATION BY THE DIRECTORS THAT:

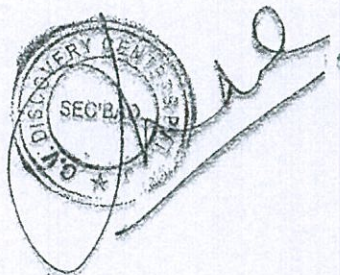
- a. The company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;
- b. The compliance with the said Act and the rules made thereunder do not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government;
- c. The monies received under the offer shall be used only for the purposes and objects indicated in the private placement offer cum application letter;



I am authorized by the Board of Directors of the Company vide resolution dated February 20, 2021 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association. It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For GV Discovery Centers Private Limited

Director
Soham Satish Modi
DIN: 00522546



Date: February 12, 2021
Place: Hyderabad

Attachments:

1. Copy of board resolution
2. Copy of shareholders' resolution