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GV DISCOVERY CENTRES PVT. LTD

CIN NO : U73100TG2018PTC127421

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

Form Pas-3
2020

Annexure A : List of Allottees

Table A

Name of the Company	GV Discovery Centers Private Limited
Date of Allotment	16th March, 2020
Type of shares Allotted (Equity or Preference)	Preference Compulsorily Convertible Preference Shares ("CCPS")
Nominal Amount per share (in Rs.)	Rs.10/-
Premium / (Discount) Amount per share (in Rs.)	NIL
Total Numbers of allottees	4
Brief particulars in respect of terms and conditions, voting rights etc.	As per resolution and agreed terms

Table B (List of allottees, applicable in case of allotment of shares payable in cash) – Not Applicable

S. No.	Name & Occupation of Allottee	Address of Allottee	Nationality of the Allottee	Number of shares allotted	Total amount paid (including premium) (in Rs.)	Total amount to be paid on calls (including premium) outstanding (in Rs.)
Not Applicable						

Table C (List of allottees, applicable in case of allotment of shares for consideration otherwise than in cash)

S. No.	Name & Occupation of Allottee	Address of Allottee	Nationality of the Allottee	Number of shares allotted	Whether shares allotted as fully or partly paid up	If partly paid up amount outstanding (in Rs.)
CLASS A – COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS")						
1.	Modi Properties Private Limited Occ: Business	5-4-187/3&4, Soham Mansion, 2ND Floor, M.G. Road Secunderabad TG 500003	IN	37,500	Fully Paid (Conversion of Unsecured loan into CCPS)	N.A
2.	Acclaim Outsourcing Private Limited Occ: Business	A-2/36, III Floor Safdarjung Enclave New Delhi South West Delhi DL 110029	IN	5,00,000	Fully Paid (Conversion of Unsecured loan into CCPS)	N.A

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CLASS B – COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS")						
1.	Mr.Rajesh Kadakia Occ: Business	5-2-223, Gokul, 3rd Floor, Opp. Andhra Bank, Distillery Road, Secunderabad, Telangana – 500 033	IN	10,00,000	Fully Paid (Conversion of Unsecured loan into CCPS)	N.A
2.	Mr. Sharad Kadakia Occ: Business	5-2-223, Gokul, 3rd Floor, Opp. Andhra Bank, Distillery Road, Secunderabad, Telangana – 500 033	IN	10,00,000	Fully Paid (Conversion of Unsecured loan into CCPS)	N.A
3.	Modi Properties Private Limited Occ: Business	5-4-187/3&4, Soham Mansion,2ND Floor, M.G. Road Secunderabad TG 500003	IN	2,20,000	Fully Paid (Conversion of Unsecured loan into CCPS)	N.A

Table D (List of allottees applicable in case of allotment of Bonus shares) Not Applicable

S. No.	Name & Occupation of Allottee	Address of Allottee	Nationality of Allotee	Number of Shares allotted
1	2	3	4	5
Total				

For GV Discovery Centers Private Limited

Soham Satish Modi
Director
DIN: 00522546

Place: Hyderabad
Date: 16.03.2020

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EXTRACT OF THE RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF GV DISCOVERY CENTERS PRIVATE LIMITED HELD ON MONDAY 16th MARCH, 2020 AT THE REGISTERED ADDRESS OF THE COMPANY AT 5-4-187/3&4, SOHAM MANSION, 2nd FLOOR, M.G.ROAD, SECUNDERABAD, HYDERABAD TG 500003

1. **TO CONVERT UNSECURED LOAN AND TO ALLOT COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS")**

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 Members of the Company. The Board of Directors (hereinafter referred to as 'the Board') of the Company be and hereby consent to convert unsecured loan and to allot 5,37,500 (Five Lakhs Thirty Seven Thousand Five Hundred Only) Compulsorily Convertible Preference Shares (**"CCPS"**) of Face Value Rs. 10/- (Rupees Ten Only) of Class A for a total amount of Rs. 53,75,000 (Rupees Fifty Three Lakhs Seventy Five Thousand Only) to Modi Properties Private Limited, and Acclaim Outsourcing Private Limited and 22,20,000 (Twenty Two Lakhs and Twenty Thousand Only) Compulsorily Convertible Preference Shares (**"CCPS"**) of Face Value Rs. 10/- (Rupees Ten Only) of Class B for a total amount of Rs. 2,22,00,000 (Rupees Two Crores Twenty Two Lakhs Only) to Mr. Rajesh Kadakia, Mr. Sharad Kadakia, Modi Properties Private Limited, and Acclaim Outsourcing Private Limited on such terms as mentioned in the share subscription agreement, Details of allotment are mentioned below:-

Type	Name of the Party	No of CCPSs	Issue Price per CCPS (INR)	Total Amount in INR
Class A	Modi Properties Private Limited	37,500	10	3,75,000
Class A	Acclaim Outsourcing Private Limited	5,00,000	10	50,00,000
	Total	**5,37,500**		**53,75,000**
Class B	Mr.Rajesh Kadakia	10,00,000	10	1,00,00,000
Class B	Mr. Sharad Kadakia	10,00,000	10	1,00,00,000
Class B	Modi Properties Private Limited	2,20,000	10	22,00,000
	Total	**22,20,000**		**2,22,00,000**
	Total(Class A + Class B))	**27,57,500**		**2,75,75,000**

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board severally 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 issue and allotment, to

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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: 16.03.2020

7(3)

FORM NO. PAS-3

Return of Allotment

[Pursuant to section 39(4) and 42 (9) of the CompaniesAct, 2013 and rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

सत्यमेव जयते

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

1.(a) *Corporate Identity Number (CIN) of company: U73100TG2018PTC127421 [Pre-fill]

(b) Global Location Number (GLN) of Company:

2.(a) Name of the company: GV DISCOVERY CENTERS PRIVATE LIMITED

(b) Address of the Registered office of the company:
5-4-187/3&4,SOHAM MANSION,2ND FLOOR,
M.G.ROAD,SECUNDERABAD,
HYDERABAD
Hyderabad
Telangana
500003

(c) *Email ID of the company: moditejal@hotmail.com

3. Securities allotted payable in cash

*Number of allotments:

(i)* Date of allotment: (DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution: (DD/MM/YYYY)

(b) SRN of Form No. MGT-14:

Particulars	Preference shares	Equity shares without Differential rights	Equity Shares with differential rights	Debentures
Brief particulars of terms and conditions				
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount paid per security on application (excluding premium) (in Rs.)				
Total amount paid on application (excluding premium) (in Rs.)				
Amount due and payable on allotment per security (excluding premium) (in Rs.)				
Total Amount payable on allotment (excluding premium) (in Rs.)				
Premium amount per security due and payable (if any) (in Rs.)				
Total premium amount due and payable (if any) (in Rs.)				
Premium amount paid per security (if any)				
Total premium amount paid (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				

4. Securities allotted for consideration other than cash

Number of allotments 1

(i)* Date of allotment 16/03/2020 (DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution 25/02/2020 (DD/MM/YYYY)

(b) SRN of Form No. MGT-14 R34006247

Particulars	[X] Preference shares	[ ] Equity shares without Differential rights	[ ] Equity shares with differential rights	[ ] Debentures
Number of securities allotted	2,757,500			
Nominal amount per security (in Rs.)	10.00			
Total nominal amount (in Rs.)	27,575,000.00			
Amount to be treated as paid up on each security (in Rs.)	10.00			
Premium amount per security (if any) (in Rs.)	0.00			
Total premium amount (if any) (in Rs.)	0.00			
Amount of discount per security (if any) (in Rs.)	0.00			
Total discount amount (if any) (in Rs.)	0.00			

(iv)* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans	Conversion of loan into CCPS	27,575,000.00
(f) Other items (to be specified)		

(v)* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash
(if yes, attach a copy of such agreement or contract). ○ Yes ◉ No

(vi) Whether valuation report of the Valuated person has been obtained.

○ Yes ◉ No

5. Bonus shares issued

(a) Date of allotment | | (DD/MM/YYYY)

(b) Number of bonus shares

(c) Nominal amount per share (In Rs.)

(d) Amount to be treated as paid up per share (in Rs.)

(e) * Date of passing shareholders' resolution | | (DD/MM/YYYY)

(f) * SRN of Form No MGT-14

6. In respect of private placement

(a) Category to whom allotment is made:

- ☐ Existing shareholders
- ☐ Employee
- ☐ Directors
- ☐ Qualified Institutional Buyers
- ☐ Others

(b) Declaration that in respect of preferential allotment or private placement the company has:

- ☐ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
- ☐ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
- ☐ completed allotment in respect of earlier private placement offers;
- ☐ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
- ☐ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
- ☐ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7.* Capital structure of the company after taking into consideration the above allotment(s) of shares:

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	100,000	10,000	10,000	10,000
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	1,000,000.00	100,000.00	100,000.00	100,000.00
Number of preference shares	5,000,000	2,757,500	2,757,500	2,757,500
Nominal value per preference share	10	10	10	10
Total amount of preference shares	50,000,000.00	27,575,000.00	27,575,000.00	27,575,000.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	51,000,000.00	27,675,000.00	27,675,000.00	27,675,000.00

8.* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total number of securities	Nominal value per unit of security	Total amount
Debentures	0	0	0
Secured loans			0
Others, specify	0	0	0

9.* Whether complete list of allottees has been enclosed as an attachment. (●) Yes ( ) No

In case No, then submit the details of all the allottees in a CD separately.

Attachments

List of attachments

1.* List of allottees. Attach separate list for each allotment (refer instruction kit for format).If not attached, then it shall be submitted separately in a CD. Attach

List of Allottees.pdf

2.* Copy of Board or shareholders' resolution. Attach

Remove attachment

7. Optional attachment(s), if any. Attach

Declaration

I am authorized by the Board of Directors of the Company vide resolution no * 01 dated * 16/03/2020 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:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

*** To be digitally signed by** SOHAM SATISH MODI

* Designation: Director

* Director identification number of the director; or DIN or PAN of the manager or CEO or CFO; or Membership number of the Company Secretary: 00522546

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
ii. All the required attachments have been completely and legibly attached to this form.

*** To be digitally signed by**

* ○ Chartered accountant (in whole-time practice) or ○ Cost accountant (in whole-time practice) or ○ Company secretary (in whole-time practice)

* Whether associate or fellow ○ Associate ○ Fellow

* Membership number

* Certificate of practice number

Note: Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.

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EXTRACT OF THE RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF GV DISCOVERY CENTERS PRIVATE LIMITED HELD ON MONDAY 16th MARCH, 2020 AT THE REGISTERED ADDRESS OF THE COMPANY AT 5-4-187/3&4, SOHAM MANSION, 2nd FLOOR, M.G.ROAD, SECUNDERABAD, HYDERABAD TG 500003

1. **TO CONVERT UNSECURED LOAN AND TO ALLOT COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS")**

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 Members of the Company. The Board of Directors (hereinafter referred to as 'the Board') of the Company be and hereby consent to convert unsecured loan and to allot 5,37,500 (Five Lakhs Thirty Seven Thousand Five Hundred Only) Compulsorily Convertible Preference Shares ("CCPS") of Face Value Rs. 10/- (Rupees Ten Only) of Class A for a total amount of Rs. 53,75,000 (Rupees Fifty Three Lakhs Seventy Five Thousand Only) to Modi Properties Private Limited, and Acclaim Outsourcing Private Limited and 22,20,000 (Twenty Two Lakhs and Twenty Thousand Only) Compulsorily Convertible Preference Shares ("CCPS") of Face Value Rs. 10/- (Rupees Ten Only) of Class B for a total amount of Rs. 2,22,00,000 (Rupees Two Crores Twenty Two Lakhs Only) to Mr. Rajesh Kadakia, Mr. Sharad Kadakia, Modi Properties Private Limited, and Acclaim Outsourcing Private Limited on such terms as mentioned in the share subscription agreement. Details of allotment are mentioned below:-

Type	Name of the Party	No. of CCPSs	Issue Price per CCPS (INR)	Total Amount in INR
Class A	Modi Properties Private Limited	37,500	10	3,75,000
Class A	Acclaim Outsourcing Private Limited	5,00,000	10	50,00,000
	Total	**5,37,500**		**53,75,000**
Class B	Mr.Rajesh Kadakia	10,00,000	10	1,00,00,000
Class B	Mr. Sharad Kadakia	10,00,000	10	1,00,00,000
Class B	Modi Properties Private Limited	2,20,000	10	22,00,000
	Total	**22,20,000**		**2,22,00,000**
	Total(Class A + Class B))	**27,57,500**		**2,75,75,000**

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board severally 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 issue and allotment, to

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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: 16.03.2020

5-4-187/3&4, II floor, MG Road,
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Annexure A : List of Allottees

Table A

Name of the Company	GV Discovery Centers Private Limited
Date of Allotment	16th March, 2020
Type of shares Allotted (Equity or Preference)	Preference Compulsorily Convertible Preference Shares ("CCPS")
Nominal Amount per share (in Rs.)	Rs.10/-
Premium / (Discount) Amount per share (in Rs.)	NIL
Total Numbers of allottees	4
Brief particulars in respect of terms and conditions, voting rights etc.	As per resolution and agreed terms

Table B (List of allottees, applicable in case of allotment of shares payable in cash) – Not Applicable

S. No.	Name & Occupation of Allottee	Address of Allottee	Nationality of the Allottee	Number of shares allotted	Total amount paid (including premium) (in Rs.)	Total amount to be paid on calls (including premium) outstanding (in Rs.)
Not Applicable						

Table C (List of allottees, applicable in case of allotment of shares for consideration otherwise than in cash)

S. No.	Name & Occupation of Allottee	Address of Allottee	Nationality of the Allottee	Number of shares allotted	Whether shares allotted as fully or partly paid up	If partly paid up amount outstanding (in Rs.)
CLASS A – COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS")						
1.	Modi Properties Private Limited Occ: Business	5-4-187/3&4, Soham Mansion,2ND Floor, M.G. Road Secunderabad TG 500003	IN	37,500	Fully Paid (Conversion of Unsecured loan Into CCPS)	N.A
2.	Acclaim Outsourcing Private Limited Occ: Business	A-2/36, III Floor Safdarjung Enclave New Delhi South West Delhi DL 110029	IN	5,00,000	Fully Paid (Conversion of Unsecured loan Into CCPS)	N.A

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CLASS B – COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS")						
1.	Mr.Rajesh Kadakia Occ: Business	5-2-223, Gokul, 3rd Floor, Opp. Andhra Bank, Distillery Road, Secunderabad, Telangana – 500 033	IN	10,00,000	Fully Paid (Conversion of Unsecured loan into CCPS)	N.A
2.	Mr. Sharad Kadakia Occ: Business	5-2-223, Gokul, 3rd Floor, Opp. Andhra Bank, Distillery Road, Secunderabad, Telangana – 500 033	IN	10,00,000	Fully Paid (Conversion of Unsecured loan into CCPS)	N.A
3.	Modi Properties Private Limited Occ: Business	5-4-187/3&4, Soham Mansion, 2ND Floor, M.G. Road Secunderabad TG 500003	IN	2,20,000	Fully Paid (Conversion of Unsecured loan into CCPS)	N.A

Table D (List of allottees applicable in case of allotment of Bonus shares) Not Applicable

S. No.	Name & Occupation of Allottee	Address of Allottee	Nationality of Allotee	Number of Shares allotted
1	2	3	4	5
Total				

For GV Discovery Centers Private Limited

Soham Satish Modi
Director
DIN: 00522546

Place: Hyderabad
Date: 16.03.2020