Cadc B/M 2018-19 Minutes

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

GV DISCOVERY CENTERS PVT LTD

MINUTES OF THE 1ST MEETING OF BOARD OF THE DIRECTORS OF GV DSICOVERY CENTERS PRIVATE LIMITED HELD ON MONDAY 08TH DAY OF OCTOBER, 2018 AT 11:00 AM AT THE REGISTERED OFFICE, 5-4-187/3&4, SOHAM MANSION,2ND FLOOR, M.G.ROAD,SECUNDERABAD, HYDERABAD TELANGANA 500003

The following Directors were present:

SR. NO.	NAME OF DIRECTORS	DESIGNATION
1.	Mr. Soham Satish Modi	Director
2.	Mrs. Tejal Soham Modi	Director

The business of the Meeting was taken up after having established that the requisite Quorum was present

ITEM NO. 1: TO ELECT THE CHAIRPERSON OF THE MEETING.

The Board elected Mr. Soham Satish Modi, DIN: 00522546 Director of the Company as the Chairperson for the meeting pursuant to Section 104(1) of Companies **Act, 2013** and passed the following resolution:

"**RESOLVED THAT** the Board elected Mr. Soham Satish Modi, DIN: 00522546, Director of the Company, as the Chairperson of the meeting by a show of hands."

ITEM NO. 2: TO GRANT LEAVE OF ABSENCE TO THE DIRECTORS WHO COULD NOT ATTEND THE MEETING.

All the Board Members were present in the meeting

ITEM NO.3: TO AUTHORIZE A PERSON TO RECORD THE PROCEEDING OF BOARD MEETINGS.

The Board authorized Mr. Soham Satish Modi, DIN: 00522546, Director of the Company, to record the proceedings of the Board Meetings and passed the following resolution:

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"**RESOLVED THAT** the Board authorised DIN: 00522546, Director of the Company, to record the proceedings of the Board Meetings."

ITEM NO. 4: TO AUTHORIZE A DIRECTOR OF COMPANY TO CERTIFY AND CIRCULATE CERTIFY COPY OF BOARD MINUTES.

The Board elected DIN: 00522546-, Director of the Company, to certify the copy of the signed minutes and passed the following resolution:

"**RESOLVED THAT** the Board elects DIN: 00522546, Director of the Company, to certify the copy of the signed minutes."

ITEM NO. 5: TO NOTE THE CERTIFICATE OF INCORPORATION OF THE COMPANY, ISSUED BY THE REGISTRAR OF COMPANIES

The Board took note of the certificate of incorporation of the Company, issued by the Registrar of Companies.

ITEM NO. 6: TO TAKE NOTE OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY, AS REGISTERED.

The Board took note of the Memorandum and Articles of Association of the company, as registered.

ITEM NO. 7: TO TAKE NOTE OF THE REGISTERED OFFICE OF THE COMPANY.

The Board Took Note Of The Registered Office Of The Company Situated At 5-4-187/3&4, Soham Mansion,2nd Floor, M.G.Road, Secunderabad, Hyderabad Hyderabad Telangana 500003 India

ITEM NO. 8: TO TAKE NOTE OF APPOINTMENT OF THE FIRST DIRECTORS OF THE COMPANY.

The Board took note of the appointment of First Directors of the Company.

ITEM NO. 9: DISCLOSURE OF INTEREST OF BOARD OF DIRECTORS OF THE COMPANY AS PER THE PROVISION OF SECTION 184 OF THE COMPANIES ACT

Disclosure of interest in the prescribed Form MBP-1 was placed before the Board.

The Board after consideration passed following resolution:

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"**RESOLVED THAT** pursuant to Section 184 (1) of the Companies Act, 2013 read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of the Companies Act, 2013, the disclosure of interest or concern in Form MBP.1 received from Directors of the Company, as placed before the meeting, be and are hereby noted and taken on record by the Board."

ITEM NO. 10: DISCLOSURE OF DISQUALIFICATION TO ACT AS A DIRECTOR OF THE COMPANY AS PER THE PROVISION OF SECTION 164 OF THE COMPANIES ACT, 2013.

Disclosure regarding disqualification, if any, in the prescribed Form DIR-8 was placed before the Board.

The Board after consideration passed following resolution:

"**RESOLVED THAT** pursuant to Section 164 (1) of the Companies Act, 2013 read with Rule 14 (1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, the disclosure regarding disqualification to act as a Director in Form DIR-8 received from Directors of the Company, as placed before the meeting, be and are hereby noted and taken on record by the Board."

ITEM NO. 11: TO FIX THE FINANCIAL YEAR OF THE COMPANY.

The Board after consideration fixed the first and the subsequent financial years of the Company and passed the following resolution:

"**RESOLVED THAT** the Board after due deliberation, fixed the financial year from the date of incorporation of the Company, i.e., 5th October 2018 and concluding 31st March, 2019, as the first financial year of the Company, both days inclusive of and subsequently each Financial Year to begin 1st April and end 31st March for each year."

ITEM NO. 12: TO CONSIDER THE APPOINTMENT OF THE FIRST AUDITORS.

The Board took into consideration the appointment of First Auditors and passed the following resolution:

"**RESOLVED THAT** pursuant to the provision of section 139 (6) of Companies Act, 2013, Mr. Ajay Mehta Membership no. 035449 from whom the consent of Appointment & Certificate pursuant

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to section 139 (1), 2013 of qualification of Companies Act, 2013 has been received, be and are hereby appointed as the First Auditor of the Company to hold office until the conclusion of the first Annual General Meeting of the company at a remuneration to be determined by the Board of Directors of the Company;

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to sign on certified true copy of Board Resolution and to file necessary e-form to the Registrar of the Companies, Telangana & to take all necessary actions as may be necessary."

ITEM NO. 13: TO TAKE NOTE OF SUBSCRIBERS TO MEMORANDUM.

The Board is took note of the following subscribers to the Memorandum:

Sr. No.	Name of the Subscriber	No. of Equity Shares subscribed
1	Mr. Soham Satish Modi	4000
2	Mrs. Tejal Soham Modi	4000
3.	Modi Properties Private Limited	2000

ITEM NO.14: TO AUTHORIZE THE ISSUE OF SHARE CERTIFICATES TO THE SUBSCRIBERS OF MEMORANDUM.

The Board was informed that as per section 46 of the Companies Act, 2013 read with Rule 5, 6 and 7 of the Companies (Share Capital and Debentures) Rules, 2014, GV Discovery Centers Private Limited is required to issue share certificates under the common seal signed by two Directors in a prescribed form SH-1 within 60 days of the issue of shares.

The Board after due consideration passed the following resolution:

"**RESOLVED THAT** the share certificates to the above named subscriber to the memorandum of association of the company be issued under the common seal of the company and that Mr. Soham Satish Modi DIN: 00522546 and Mrs. Tejal Soham Modi DIN 06983437 Directors of the company be and are hereby authorized to sign the said share certificates."

RESOLVED FURTHER THAT the share certificates to be printed and that the share certificates to be kept in the safe custody of the Directors of the Company.

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ITEM NO. 15: TO AUTHORIZE THE DIRECTORS TO FILE E-FORMS WITH MCA

The Board was informed that to meet the various requirements of e-filing, a director needs to be authorised to fulfil the various requirements under e-filing.

The Board after due consideration passed the following resolution:

"**RESOLVED THAT** Mr. Soham Satish Modi DIN: 00522546 director of the company be and are hereby severally authorised to sign the necessary documents on behalf of the company for electronic filing of documents under The Companies Act, 2013 and various rules made thereunder."

ITEM NO. 16: TO APPROVE PRELIMINARY EXPENSES AND PRELIMINARY CONTRACTS

A statement containing the details of preliminary expenses incurred for the incorporation of the Company was placed before the Board for approval

"**RESOLVED THAT** the preliminary expenses amounting to Rs25279/- expended by the promoters of the company in connection with the incorporation of the company as per the statement placed before the meeting be and are hereby approved."

Details of preliminary expenses

Sr. No.	Particulars	Amount (in Rs.)
1	Name Approval Fee	500
2	Registration Fees And Filings Fees	18186
3	Professional Fees	1888
4	Miscellaneous Expenses (Stamp Duty)	5200
5	Any Other	--
	Total	**25279**

ITEM NO. 17: TO AUTHORIZE A DIRECTOR TO MAINTAIN BOOKS AND REGISTERS OF THE COMPANY AT REGISTERED OFFICE.

The Board authorized Mr. Soham Satish Modi DIN: 00522546 Director, to maintain books and registers of the Company and passed the following resolution:

"**RESOLVED THAT** the Board hereby authorizes Mr. Soham Satish Modi DIN: 00522546 to maintain books and registers of the company at registered office of the Company."

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ITEM NO.18: ANY OTHER ITEMS WITH THE PERMISSION OF THE CHAIR

There being no more items, the meeting was concluded with a vote of thanks

GV DISCOVERY CENTERS PVT. LTD.

Date:
Place:

Chairman