

GV DISCOVERY CENTERS PVT LTD

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

MINUTES OF THE MEETING 03rd /2019-20 OF THE BOARD OF DIRECTORS OF M/S. GV
DSICOVERY CENTERS PRIVATE LIMITED HELD ON THURSDAY THE 26TH DAY OF
SEPTEMBER, 2019 AT 11:00 A.M. IST AT THE REGISTERED OFFICE OF THE COMPANY
SITUATED AT 5-4-187/3&4, SOHAM MANSION, 2ND FLOOR, M.G. ROAD, SECUNDERABAD,
500003 TELANGANA, INDIA. End Time: 11:45 AM

Directors Present:

- | | | |
|--------------------------|---|----------|
| 1. Mr. Soham Satish Modi | = | Director |
| 2. Mrs. Tejal Soham Modi | = | Director |
| 3. Mr. Sharad J Kadakia | = | Director |

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

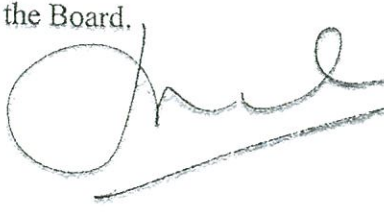
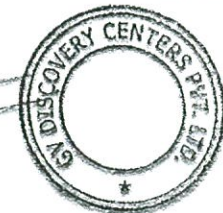
The Board unanimously elected Mr. Soham Satish Modi, Director of the Company as Chairman to preside over the meeting. Further, he welcomed the Director at the Meeting of the Board of Directors. After ascertaining the quorum, he called the meeting in order and thereafter agenda of the meeting was taken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

Item No. 4 – TO CONSIDER, DISCUSS AND APPROVE THE DRAFT FINANCIAL STATEMENTS i.e. BALANCE SHEET AS AT MARCH 31, 2019 FOR THE YEAR ENDED ON THAT DATE PROFIT AND LOSS ACCOUNT, CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019 AND THE NOTES APPENDED THERETO.

With the permission of the chair, CA Ajay Mehta, statutory auditor of the company, presented the final draft of the audited financial statements of the company for the year ended March 31, 2019 to the Board of Directors.

As part of his presentation, CA Ajay Mehta, advised the board on future legislations which the company needs to be geared up for, so that it can be compliant as and when such legislations come into effect.

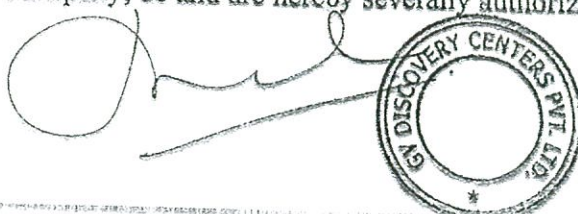
The Statutory Auditor after expressing their gratitude for the support extended by Management of the Company and the finance team during the audit process. concluded their presentation

The Chairman then recommended approval of the audited financial statements. The Board accorded its approval by passing the following resolutions:

“RESOLVED THAT the draft of Financial Statements i.e., Balance Sheet as at March 31, 2019, Profit and loss Account and Cash Flow Statement for the financial year ended March 31, 2019 along with notes thereon as placed before the Board be and are hereby approved, and that the same be authenticated by Mr. Soham Satish Modi and Mrs. Tejal Soham Modi, Directors of the Company, as required under the provisions of section 134 of the Companies Act, 2013.

“RESOLVED FURTHER THAT, Mr. Soham Satish Modi and Mrs. Tejal Soham Modi Director of the Company be and are hereby authorised to sign the Financial Statements as at March 31, 2019 on behalf of the Board of Directors.”

“RESOLVED FURTHER THAT Mr. Soham Satish Modi and Mrs. Tejal Soham Modi, the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and

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things which he may deem fit to give effect to the above said resolutions and to file necessary forms and returns, as may be applicable, with the Registrar of Companies, 'Telangana.'

Item No. 6 – TO TAKE ON RECORD THE AUDITORS' REPORT ON ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019.

The Chairman placed the Auditor's report to the Shareholders for the year ended March 31, 2019 before the Board and said that a clean report has been issued. The Board received the report, took note of the contents, passed the following resolutions and decided to forward the same to the shareholders.

"RESOLVED THAT the Auditor's Report on the Financial Statements of the Company for the financial year ended March 31, 2019, as received from CA Mr. Ajay holding Membership no, 035449 Hyderabad, the Statutory Auditor of the Company, be and is hereby taken on record."

"RESOLVED FURTHER THAT Mr. Soham Satish Modi, the Director of the Company, be and are hereby authorized to take all steps as may be necessary in relation to the above.

Item No. : 5 To fix the day, date, time and venue of the 1st Annual General Meeting (AGM) and approve the draft notice thereof

The Board Chairman informed the Board that the 1st Annual General Meeting (AGM) of the Members of the Company is supposed to be held on/before September 30, 2019 under the provisions of Companies Act, 2013 and in this regard the draft notice setting agenda items was placed before the Board

The Board discussed upon the said matter:

(a) Consideration and Approval of Financial Statement for the Financial Year ended on March 31, 2019 and the notes appended thereto.

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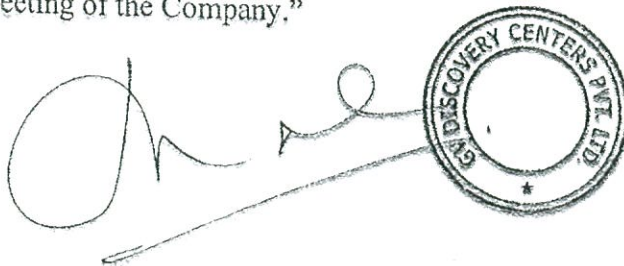
(b) Appointment of the Statutory Auditors' of the Company.

(c) Regularisation of Appointment of additional director Mr. Sharad Kadakia as Director of the Company

Further, the Draft text of the notice calling the 1st Annual General Meeting as placed before the Board was approved. The Board passed the following resolutions:

"RESOLVED THAT the notice, together with the explanatory statement required to be annexed to the notice under section 102 of the Companies Act, 2013, of the Annual General Meeting of the Company to be held at on Monday the 30th day of September, 2019 at 10:00 a.m. at the registered office of the Company situated at 5-4-187/3&4, Soham Mansion, 2nd Floor, M.G. Road, Secunderabad, 500003 Telangana, India, to transact the business thereat as mentioned in the notice, and a draft whereof was placed before the meeting and was initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved."

"RESOLVED FURTHER THAT Mr. Soham Satish Modi or Mrs. Tejal Soham Modi, the Directors of the Company, be and is hereby authorized to sign and issue such Notice of AGM to the members of the Company and to do all other necessary acts for conducting of the 1st Annual General Meeting of the Company."

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Item No. 7 – VOTE OF THANKS:

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

Place : Hyderabad

Date :



A handwritten signature in black ink, appearing to read "Soham Satish Modi".

CHAIRMAN
Mr. Soham Satish Modi