

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 05th /2020-21 OF THE BOARD OF DIRECTORS OF M/S. GV
DSICOVERY CENTERS PRIVATE LIMITED HELD ON SATURDAY THE 15TH DAY OF
MARCH, 2021 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

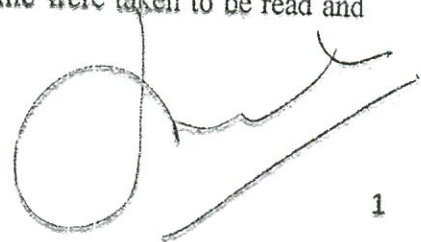
The Board unanimously elected Mr. Soham Satish Modi, Director of the Company as Chairman to preside over the meeting. Further, he welcomed the Director at the Meeting of the Board of Directors. After ascertaining the quorum, he called the meeting in order and thereafter agenda of the meeting was taken 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 CONVERT UNSECURED LOAN AND TO ALLOT COMPULSORILY
CONVERTIBLE PREFERENCE SHARES ("CCPS")**

The Chairman informed the Board that considering the necessity of the Company Act, 2013 (the 'Act') the Company shall allot and issue share certificates pursuant with the approval received from shareholders in the EGM held on 12th February, 2021 for issue Compulsorily Convertible Preference Shares ("Ceps") on preferential basis. Considering the same, the Board passed the following resolution unanimously:

RESOLVED THAT pursuant to the provisions of Sections 42, 55 and 62(1)(c), approval of members by way of special resolution passed unanimously at the Extra — Ordinary General Meeting of the company dated 12.02.2021, 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 allot 5,00,000 (Five Lakhs Only) Compulsorily Convertible Preference Shares ("CCPS") of Face Value Rs. 10/- (Rupees Ten Only) of Class A for a total amount of Rs. 50,00,000 (Rupees Fifty Lakhs Only) to JVXR Asset Management 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	JVXR Asset Management Private Limited	5,00,000	10	50,00,000
	Total	5,00,000		50,00,000

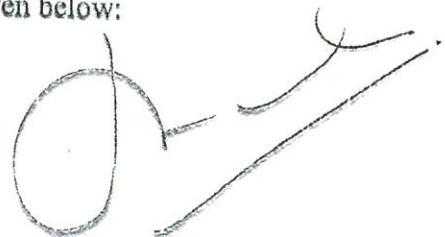


RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Soham Satish Modi, Director of the company be and is hereby authorized to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modification(s) and 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 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."

Item No. 5 ALLOTMENT OF 1,112 RIGHTS SHARES TO THE MEMBERS

The Chairman informed the Board that considering the necessity of the Company Act, 2013 (the 'Act') the Company shall allot and issue share certificates pursuant with the approval received from Board in the Board Meeting held on 17th February, 2021 for issue rights Equity shares to the existing shareholders of the company with a right to renounce shares. Considering the same, the Board passed the following resolution unanimously:

"RESOLVED THAT pursuant to the provisions of section 62(1)(a) and any other applicable provisions of the Companies Act 2013 read with rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force). The consent of the board of directors of the company be and is hereby accorded to issue 1,112 (One Thousand One Hundred Twelve) equity shares of Rs.10 each amounting to Rs.11,120 (Eleven Thousand One Hundred Twenty Only) received from it as per the details given below:

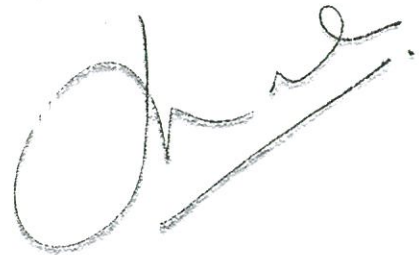


Name of Subscriber	No. of shares	Nominal Value Rs.	Total Amount
JVRX Asset Management Private Limited	1112	10	11,120

RESOLVED FURTHER THAT the above equity shares so issued and allotted to the Name of shareholder shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, a letter of allotment in relation to the above equity shares issued and allotted as aforesaid be issued to the name of shareholder by the Company.

RESOLVED FURTHER THAT directors of company be and is hereby authorized to do all such acts, deeds and things as may be required to be done to give effect to the above resolution, including issuance of duly stamped share certificates in relation to the above equity shares issued and allotted as aforesaid to name of shareholder in accordance with the provisions of the Companies Act, 2013 and rules made there under and the Articles of Association of the Company and do all other acts consequent to the issuance and allotment, including, in particular the payment of the requisite stamp duty, for issuing duly stamped share certificates evidencing the allotment of equity shares and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolutions."



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Item No. 6 - VOTE OF THANKS:

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

Place : Hyderabad

Date : 23-03-2021



CHAIRMAN

Mr. Soham Satish Modi