

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 (01ST/2020-21) MEETING OF THE BOARD OF DIRECTORS OF GV DISCOVERY CENTERS PRIVATE LIMITED HELD ON MONDAY, THE 22ND DAY OF JUNE, 2020 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5-4-187/3&4, SOHAM MANSION M.G ROAD SECUNDERABAD HYDERABAD, TELANGANA, 500003, INDIA.

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, confirmed and took note by the Board.

GV DISCOVERY CENTERS PVT LTD

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

Item No. 4 – To take note of the Declarations relating to disclosure of Interest of Directors and their non disqualification

The Chairman informed the Board that pursuant to Section 184(1) of the Companies Act, 2013, it is necessary for the Board Members to disclose their concern or interest, in any Company or Companies or Body Corporate, Firms, or other Association of Individuals which shall include the shareholding, in form MBP-1 at the first Board Meeting in every financial year. The forms MBP-1 so received from Board Members were placed before the Board for its perusal.

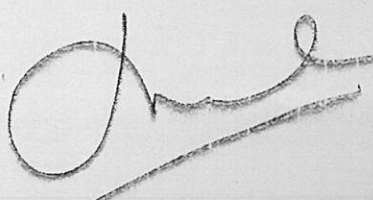
The Chairman further informed the Board that According to Section 164 of the Companies Act, 2013 and related provision thereof, it is necessary for the Board Members to inform the Board relating their disqualification or otherwise in form DIR-8. The forms DIR-8 so received from Board Members were placed before the Board for its perusal, Board took note of the same and passed the following resolution:

"RESOLVED THAT the disclosures made by the Directors regarding their interest in other Companies/Firms/Partnership/Concerns etc as a Member/Partner/Director pursuant to Section 184 of the Companies Act, 2013 be and are hereby noted and that the Chairman be directed to make the necessary entries in the register maintained for that purpose."

"RESOLVED FURTHER THAT the disclosures made by the Directors under Section 164 of the Companies Act, 2013 be and hereby noted and taken on record."

Item No. 5 – Business Update and Business Disruptions caused due to Pandemic COVID – 19:

In view of the pandemic, Mr. Soham Satish Modi, presented an update on Business outlook post pandemic Covid – 19. He further updated the board that, Investor M/s. Acclaim outsourcing Private Limited has expressed desire to exit its investment in the company. The said investment was made by way of subscription to Compulsory Convertible Preference



GV DISCOVERY CENTERS PVT LTD

5-4-187/3&4, 11 floor, MG Road,
Secunderabad - 500 003.
Phone: +91-40-66335551
U73100TG2018PTC127421

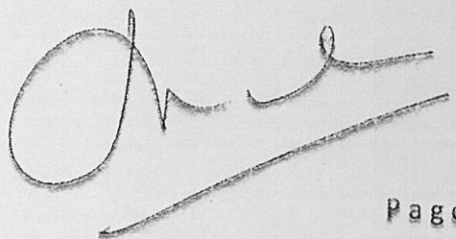
shares of the company. Further, Company is in advanced talks with a new investor JVRX Asset Management Private limited, in this regard the said company has expressed interest to buy out CCPS OF Acclaim outsourcing and provide an exit route to the existing investor (Acclaim Outsourcing Private Limited). and also to further infuse funds into the business of the Company by way of fresh subscription to CCPS. The Board Members discussed the updates provided and expressed satisfaction on the road map to performance of the Company and primarily agreed on terms of investment of the new investor.

Item No. 6 – To grant authorization for e-filing of various forms and returns under Companies Act, 2013 during the FY 2020-21

The Chairman informed the Board that there may be requirement of filing various for with the Ministry of Corporate Affairs (MCA) during the financial year 2020-21 depending upon the transactions / events / corporate actions that may take place in the Company during the said financial year and it may not be practicable for the Board to meet and authorize the Director(s) to file the form at every point of time.

As such, the Board decided to authorize Mr. Soham Satish Modi Director of the Company to do all the necessary filings that may arise or required to be done pursuant to the provisions of Companies Act, 2013 and the Rules made thereunder for the FY 2020-21 by passing the following resolution:

"RESOLVED THAT Mr. Soham Satish Modi Director of the Company be and is hereby authorized to sign and file various forms/returns and other documents as and when required to be filed under the provisions of the Companies Act, 2013 and the Rules made thereunder for the FY 2020-21 with the Registrar of Companies, Telangana and to do all such acts, deeds, matters and things as may be required in this regard unless otherwise decided."



GV DISCOVERY CENTERS PVT LTD

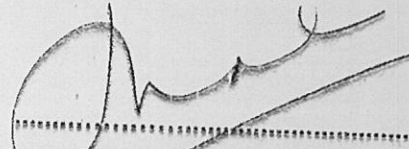
5-4-187/3&4, II floor, MG Road,
Secunderabad - 500 003,
Phone: +91-40-66335551
U73100TG2018PTC127421

Item No. 7 – To discuss any other business with the permission of Chair

There being no other business to transact, the meeting concluded at 11:30 A.M. with a vote of thanks to the chair.

Date: 30.06.2020

Place: Secunderabad



.....
Soham Satish Modi - Chairman