

GVDC BR CCPS

5-4-187/3&4, II floor, MG Road,
Secunderabad - 500 003
Phone: +91-40-66332221
U73100TG2018PTC127421

GV DISCOVERY CENTERS PVT LTD

EXTRACT OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF GV DISCOVERY CENTERS PRIVATE LIMITED HELD ON WEDNESDAY, 10th FEBRUARY, 2021 AT 11.00A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5-4-187/3&4, SOHAM MANSION, 2nd FLOOR, M.G. ROAD, SECUNDERABAD - 500003

1. TO APPROVE THE DRAFT SHARE SUBSCRIPTION AGREEMENT

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"RESOLVED THAT pursuant to provisions of Section 55 and all other applicable provisions, if any, of the Companies Act, 2013 and related regulations made there under and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to any permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities and subject to the approval of the members, the consent Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) be and is hereby accorded for the issue of compulsorily convertible preference shares "CCPS" as consideration for the funds received from JVRX Asset Management Private Limited on the terms and conditions set out in the Share Subscription agreement.

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RESOLVED FURTHER THAT subject to consent of members of the Company, approval of the Board of Directors be and is hereby accorded to enter into the Shares Subscription Agreement to be executed between the Members and GV Discovery Centers Private Limited which enumerates the terms, conditions and covenants with regard to proposed issuance to CCPS.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, subject to Approval of members in the Extra - ordinary General Meeting called for the purpose, the Board 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 offer, 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."

2. TO APPROVE THE ISSUE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES

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 subject to the approval of the Members of the Company the consent of the Board of Directors (hereinafter referred to as 'the Board') of the Company be and is hereby accorded to issue and allot 5,00,000 (Five Lakhs Only) Compulsorily Convertible Preference Shares ("CCPS") of Face Value Rs. 10/- (Rupees Ten)

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Only) of Class A for a total amount of Rs. 50,00,000 (Rupees Fifty Lakhs Only) to JVRX Asset Management Private Limited, having its registered office at Plot 54, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500034 on such terms as mentioned in the share subscription agreement in one or more tranches, through Private Placement.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, subject to Approval of members in the Extra-ordinary General Meeting called for the purpose, the Board 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 offer, 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."

//Certified True Copy//

For GV Discovery Centers Private Limited

Soham Satish Modi
Director
DIN: 00522546
Place: Hyderabad

