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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 PROCEEDINGS OF THE 1ST ANNUAL GENERAL MEETING
OF THE MEMBERS OF M/S. GV DISCOVERY CENTERS PRIVATE LIMITED
HELD ON MONDAY THE 30TH SEPTEMBER 2019 AT 10:00 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,
HYDERABAD, TELANGANA-500003**

PRESENT

2 Members & Directors were present in person.

Mr. Soham Satish Modi - Director & Shareholder Representative of Modi Properties Private Limited

Mrs. Tejal Soham Modi - Director

The following person, specifically invited for the meeting was also present.

Mr. Ajay Mehta - Statutory Auditor

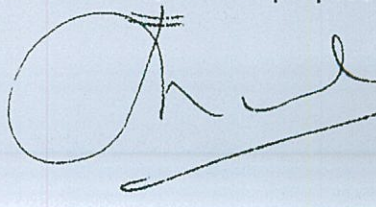
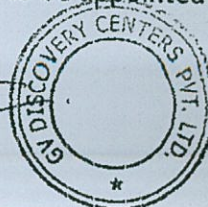
CHAIRMAN:

Mr. Soham Satish Modi was requested by the members to take the chair, He then occupied the chair and presided over the Meeting.

REGISTER, DOCUMENTS, REPORTS

The Chairman informed the Members that the following documents and registers as required under the Companies Act, 2013 and other applicable laws were open for inspection by the Members at the Meeting:

1. Notice convening the 1st Annual General Meeting (AGM)
2. Directors' Report of the Corporation for the financial year 2018-19 along with its annexures;
3. Audited Financial Statements for the financial year 2018-19 along with respective Auditor's Reports;
4. Register of Contracts or Arrangements in which the Directors were interested
5. Draft letter of appointment of Statutory Auditor proposed to be appointed at AGM.

QUORUM

AT 10:20 a.m., the Chairman announced that the requisite quorum was present and called the meeting to order.

The Chairman informed the Members that the Company received no Proxy requests.

AUDITORS' REPORT AND CHAIRMAN'S ADDRESS

With the consent of the Members present, the Notice convening the 1st Annual General Meeting of the Company was taken as read. The Chairman briefed on the two items of Ordinary business that had been proposed in the notice convening the said AGM.

The Chairman informed the Members that since there were no qualifications, observations or comments on financial transactions or matters which could have had any adverse effect on the functioning of the Company, in the statutory auditors' report, the said report were not required to be read. However, as a good governance practice, the Chairman sought the permission of the Members for taking the statutory auditors' report as read. The Members present unanimously consented to the same.

Thereafter, the Chairman continued to address the Members and read out his Statement addressed to Members in which he dealt with various topics including, future course of action for construction activity.

He dwelt briefly on the financial results of the Company for the year ended March 31, 2019.

The Chairman then invited questions, if any, from the Members in respect of matters as set out in the Notice, the annual accounts and the operations of the Company for the financial year 2018-19. Thereafter, the following resolution were read out as Ordinary Business as set out at Item Nos. 1 to 2 of the Notice of 1st Annual General Meeting of the Company, were put to the vote of the meeting and decided on a show of hands, had been passed unanimously in all cases.

Item No.	Description of Resolution	No. of votes polled	No. of votes in favour	No. of vote against	Votes invalid	Percentage in favour of the resolution	Result



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Ordinary Business							
1	Adoption of Audited Financial Statements, and Report of the Board of Directors' and Auditors' thereon'	2	2	0	0	100	Passed unanimously
2	Appointment Of, And The Fixing Of Remuneration Of The Auditors	2	2	0	0	100	Passed unanimously

The Resolutions for the Ordinary businesses as set out in Item Nos.1 to 2 of the Notice of the 1st Annual General Meeting, unanimously approved by the Members are recorded hereunder as part of the proceedings of the 1st Annual General Meeting of the Members held on September 30, 2019.

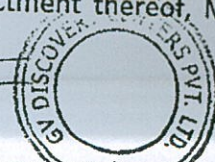
Ordinary Business:

Item no 1 - Adoption of Audited Financial Statements, and Report of the Board of Directors' and Auditors' thereon.

"RESOLVED THAT the Audited Balance Sheet as on 31st March 2019, Statement of Profit & Loss and the Cash Flow statement for the financial year ended on 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted."

Item no 2 - Appointment Of, And The Fixing Of Remuneration Of The Auditors'.

"RESOLVED THAT pursuant to the provisions of Sections 139, 140 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, Mr.



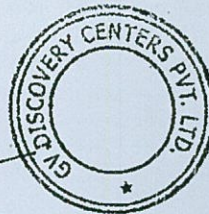
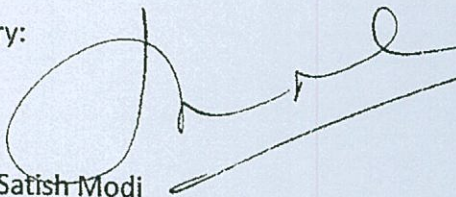
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Ajay Mehta, Chartered Accountant., having ICAI Membership Number (035449), be and is here by appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 06th Annual General Meeting to be held in the calendar year 2024, at such remuneration as shall be fixed by the Board of Directors and Mr. Ajay Mehta mutually.,"

"RESOLVED FURTHER THAT the Board be and is here by authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

Date of Entry:



Mr. Soham Satish Modi

DIN: 00522546

Chairman of the 1st Annual General Meeting.

Place: Hyderabad

Date:

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**MINUTES OF THE PROCEEDINGS OF THE 2ND ANNUAL GENERAL MEETING
OF THE MEMBERS OF M/S. GV DISCOVERY CENTERS PRIVATE LIMITED
HELD ON THURSDAY THE 31ST DAY OF DECEMBER 2020 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, HYDERABAD, TELANGANA-500003**

PRESENT

3 Members & Directors were present in person.

Mr. Soham Satish Modi - Director & Shareholder Representative of Modi Properties Private Limited

Mrs. Tejal Soham Modi - Director
Mr. Sharad J Kadakia - Director & Shareholder

The following person, specifically invited for the meeting was also present.

Mr. Ajay Mehta - Statutory Auditor

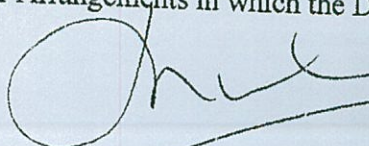
CHAIRMAN:

Mr. Soham Satish Modi was requested by the members to take the chair, He then occupied the chair and presided over the Meeting.

REGISTER, DOCUMENTS, REPORTS

The Chairman informed the Members that the following documents and registers as required under the Companies Act, 2013 and other applicable laws were open for inspection by the Members at the Meeting:

1. Notice convening the 2nd Annual General Meeting (AGM)
2. Directors' Report of the Corporation for the financial year 2019-20 along with its annexures;
3. Audited Financial Statements for the financial year 2019-20 along with respective Auditor's Reports;
4. Register of Contracts or Arrangements in which the Directors were interested




QUORUM

AT 11:20 a.m., the Chairman announced that the requisite quorum was present and called the meeting to order.

The Chairman informed the Members that the Company received no Proxy requests.

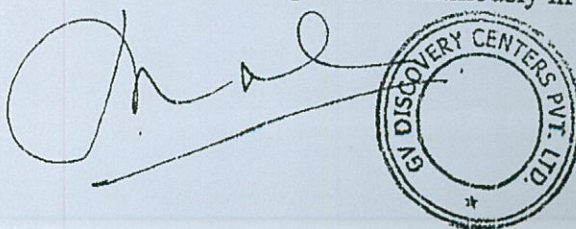
AUDITORS' REPORT AND CHAIRMAN'S ADDRESS

With the consent of the Members present, the Notice convening the 2nd Annual General Meeting of the Company was taken as read. The Chairman briefed on the two items of Ordinary business that had been proposed in the notice convening the said AGM.

The Chairman informed the Members that since there were no qualifications, observations or comments on financial transactions or matters which could have had any adverse effect on the functioning of the Company, in the statutory auditors' report, the said report were not required to be read. However, as a good governance practice, the Chairman sought the permission of the Members for taking the statutory auditors' report as read. The Members present unanimously consented to the same.

Thereafter, the Chairman continued to address the Members and read out his Statement addressed to Members in which he dealt with disruption caused by the pandemic covid - 19. and business dynamics in the post covid era. various topics including, future course of action for construction activity. He also commended investors confidence in the company and their continued support in holding the vision of the company. Thereafter, he dwelt briefly on the financial results of the Company for the year ended March 31, 2020.

The Chairman then invited questions, if any, from the Members in respect of matters as set out in the Notice, the annual accounts and the operations of the Company for the financial year 2018-19. Thereafter, the following resolution were read out as Ordinary Business as set out at Item Nos. 1 of the Notice of 2nd Annual General Meeting of the Company, were put to the vote of the meeting and decided on a show of hands, had been passed unanimously in all cases.

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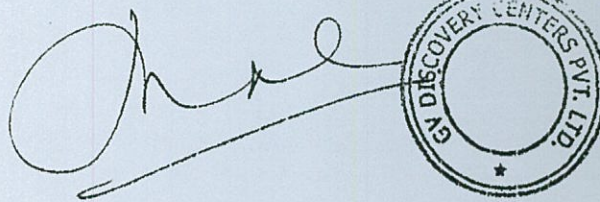
Item No.	Description of Resolution	No. of votes polled	No. of votes in favour	No. of vote against	Votes invalid	Percentage in favour of the resolution	Result
Ordinary Business							
1	Adoption of Audited Financial Statements, and Report of the Board of Directors' and Auditors' thereon'	2	2	0	0	100	Passed unanimously

The Resolutions for the Ordinary businesses as set out in Item Nos.1 of the Notice of the 2nd Annual General Meeting, unanimously approved by the Members are recorded hereunder as part of the proceedings of the 2nd Annual General Meeting of the Members held on December 31, 2020.

Ordinary Business:

Item no 1 - Adoption of Audited Financial Statements, and Report of the Board of Directors' and Auditors' thereon.

"RESOLVED THAT the Audited Balance Sheet as on 31st March 2020, Statement of Profit & Loss and the Cash Flow statement for the financial year ended on 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted."

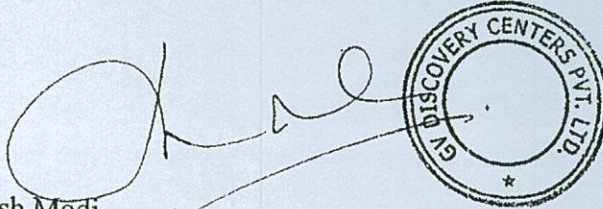
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"RESOLVED FURTHER THAT the Board be and is here by authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

Date of Entry:



Mr. Soham Satish Modi

DIN: 00522546

Chairman of the 2nd Annual General Meeting.

Place: Hyderabad

Date:

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MINUTES OF THE MEETING OF THE EXTRA ORDINARY GENERAL MEETING OF M/S. GV DISCOVERY CENTERS PRIVATE LIMITED HELD ON TUESDAY 25TH DAY OF FEBRUARY, 2020 AT 4.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 3RD FLOOR, CENTER POINT, 1-8-359 TO 363/301, ROAD LEADING TO US CONSULATE, NEAR SP ROAD, BEGUMPET, SECUNDERABAD, HYDERABAD - 500016, TELANGANA

PRESENTEES:

- | | |
|---------------------------|--|
| 1. MR.SOHAM SATISH MODI - | MEMBER AND DIRECTOR |
| 2. MR. SHARAD J KADAKIA - | MEMBER AND DIRECTOR |
| 3. MR. ASHOK KUMAR - | AUTHORISED REPRESENTATIVE OF:
ACCLAIM OUTSOUING PRIVATE LIMITED |

Mr. Soham Satish Modi, Director, was requested to take the Chair.

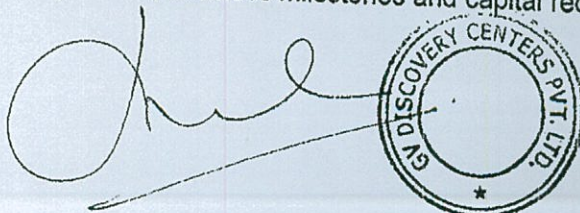
After ascertaining presence of the requisite quorum for the meeting, the Chairman called the Meeting to order and welcomed members to the Extraordinary General Meeting of the Company.

START TIME: 4.10 P.M

With the permission of Members, the notice of the Meeting was taken as read.

The Chairman informed the members that the Company have been exploring various fund-raising options in order to augment the resources of the Company and in this regard intends to issue Compulsory Convertible Preference shares subject to the approval of the Members of the Company by way of passing Special Resolution. The object of the issue is that the funds raised through this option will be utilized primarily to meet Capital Expenditure, construction purposes requirements of the projects and for general business purposes. Further, Chairman briefly dwelt into the requirements of companies act to complete the fund-raising activity by way of subscription to Compulsory Convertible Preference shares. He further said, this would require increase in authorized share capital of the company, and to enter into CCPS agreement to enunciate understanding between the company promoters and investors on requirements of fund at various stage of the project.

A draft of CCPS agreement proposed to be excuted as aforesaid was placed before the members. The entire term of CCPS issuance is succinctly specified in the Share subscription agreement to keep clarity on financial projections, business milestones and capital requirements are interlinked

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to enable smooth operations from beginning to passing through various stages of project to be undertaken.

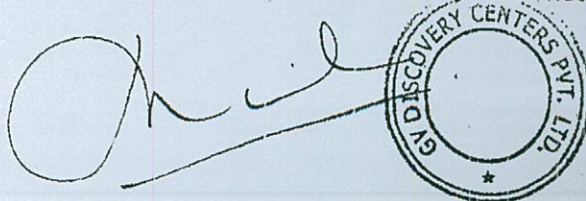
The Chairman also welcomed queries from members and no queries were raised from Members with respect to the matter of the said resolution. Then, the following resolution was proposed by Mr. Sharad Kadakia and seconded by Mr. Soham Satish Modi, authorized representative of the Investor, Modi Properties Private Limited as a Special Resolution: All resolution were related to raising of funds by way of subscription to ccps, therefore, the proceedings are recorded hereunder in sequence of their adoption at the extra ordinary general meeting.

1. TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 13, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs.10,00,000/- (Rupees Ten Lakh Only) consisting of 100,000 (One Lakh Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.5,10,00,000/- (Rupees Five Crore Ten Lakh Only) consisting of 100,000 (One Lakh Only) Equity Shares of Rs.10/- (Rupees Ten Only) each and 10,75,000 (Ten Lakh Seventy Five Thousand Only) Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- (Rupees Ten Only) each of Class A, 39,25,000 (Thirty Nine Lakh Twenty Five Thousand Only) Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- (Rupees Ten Only) of Class B.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause 5 as under:

5. The Authorised Share Capital of the Company is Rs.5,10,00,000/ (Rupees Five Crore Ten Lakh Only) consisting of 100,000 (One Lakh Only) Equity Shares of Rs.10/- (Rupees Ten Only) each and 10,75,000 (Ten Lakh Seventy Five Thousand Only) Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- (Rupees Ten Only) of Class A, 39,25,000 (Thirty Nine Lakh Twenty Five Thousand



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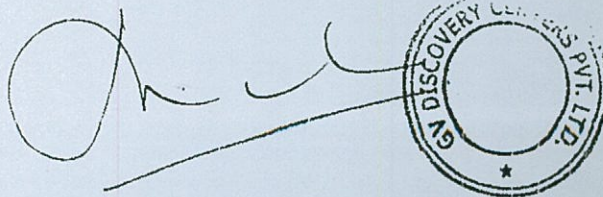
Only) Compulsorily Convertible Preference Shares (CCPS) of
Rs.10/- (Rupees Ten Only) of Class B.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, 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 this 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

On being put to vote, the resolution was adopted unanimously by members.

2. TO APPROVE THE SHARE SUBSCRIPTION AGREEMENT

"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, the consent of the members be and is hereby accorded to the 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) for the issue of compulsorily convertible preference shares "CCPS" as consideration for the funds received from Mr.Rajesh Kadakia, Mr. Sharad Kadakia ,Modi Properties Private Limited and Acclaim Outsourcing Private Limited on the terms and conditions set out in the Share Subscription agreement.

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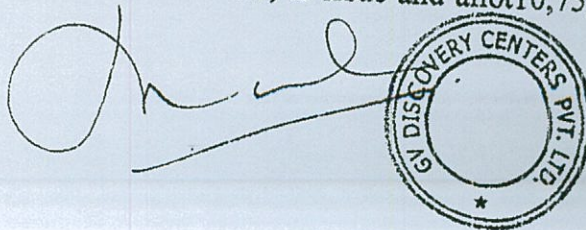
RESOLVED FURTHER THAT the consent of members of the Company, be and is hereby given to the Board of Directors to enter into the Shares Subscription Agreement to be executed between the Members and GV Discovery Centers Private Limited which enumerates the terms, conditions and covenants.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, 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."

3. TO CONVERT UNSECURED LOAN AND 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 approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board') of the Company to convert unsecured loan to offer, to issue and allot 10,75,000 (Ten Lakh

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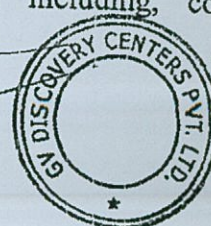
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Seventy Five Thousand Only) Compulsorily Convertible Preference Shares ("CCPS") of Face Value Rs. 10/- (Rupees Ten Only) of Class A for a total amount of Rs.1,07,50,000 (Rupees One Crore Seven Lakh Fifty Thousand Only) to Modi Properties Private Limited, and Acclaim Outsourcing Private Limited and 39,25,000 (Thirty Nine Lakhs and TwentyFive Thousand Only) Compulsorily Convertible Preference Shares ("CCPS") of Face Value Rs. 10/- (Rupees Ten Only) of Class B for a total amount of Rs.3,92,50,000 (Rupees Three Crores Ninety Two Lakhs Fifty Thousand Only) to Mr. Rajesh Kadakia, Mr. Sharad Kadakia, Modi Properties Private Limited, and Acclaim Outsourcing Private Limited on such terms as mentioned in the share subscription agreement wherein part of subscription amount shall be upon conversion of existing unsecured loan from such parties with effect from November 26, 2018. Details of which is mentioned below:-

Class Type	Name of the Party	No. of CCPS	Issue Price of CCPS	Total Amount in INR
Class A	Modi Properties Private Limited	75,000	10	7,50,000
Class A	Acclaim Outsourcing Private Limited	10,00,000	10	1,00,00,000
Total		10,75,000	10	1,07,50,000
Class B	Mr. Rajesh Kadakia	17,00,000	10	1,70,00,000
Class B	Mr. Sharad Kadakia	17,00,000	10	1,70,00,000
Class B	Modi Properties Private Limited	5,25,000	10	50,25,000
	Total	50,00,000		5,00,00,000

RESOLVED FURTHER THAT for the purpose of giving effect to the above, 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),



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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."

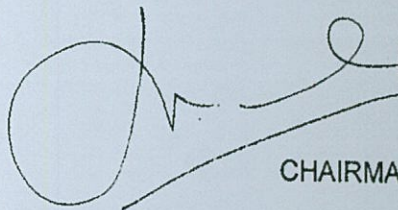
On being put to vote, all the three resolutions were passed unanimously by members of the Company.

VOTE OF THANKS:

There being no other item of business to transact, the meeting was concluded with vote of thanks to the chair.

END TIME: 4.30 P.M.

Place: Hyderabad
Date: 25.02.2021


CHAIRMAN

