

MINUTES OF THE (01ST/2019-20) MEETING OF THE BOARD OF DIRECTORS OF GV DISCOVERY CENTERS PRIVATE LIMITED HELD ON TUESDAY, THE 30TH DAY OF APRIL, 2019 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

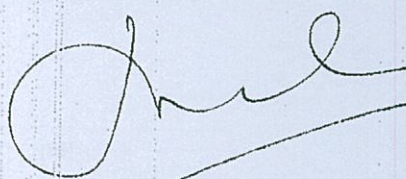
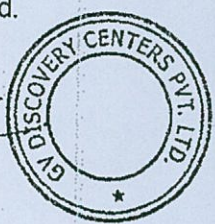
The Board unanimously elected Mr. Soham Satish Modi Director of the Company as Chairman to preside over the meeting. Further, he welcomed the Director at the Meeting of the Board of Directors. After ascertaining the quorum, he called the meeting in order and thereafter agenda of the meeting was taken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

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.

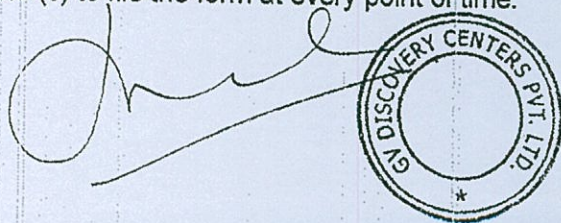
The Chairman further informed the Board that According to Section 164 of the Companies Act, 2013 and related provision thereof, it is necessary for the Board Members to inform the Board relating their disqualification or otherwise in form DIR-8. The forms DIR-8 so received from Board Members were placed 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 – To grant authorization for e-filing of various forms and returns under Companies Act, 2013 during the FY 2019-20

The Chairman informed the Board that there may be requirement of filing various forms with the Ministry of Corporate Affairs (MCA) during the financial year 2019-20 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.

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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 2019-20 by passing the following resolution:

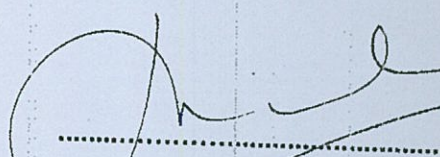
“RESOLVED THAT Mr. Soham Satish Modi Director of the Company be and is hereby authorized to sign and file various forms/returns and other documents as and when required to be filed under the provisions of the Companies Act, 2013 and the Rules made thereunder for the FY 2019-20 with the Registrar of Companies, Telangana and to do all such acts, deeds, matters and things as may be required in this regard unless otherwise decided.”

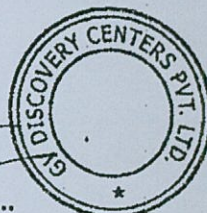
Item No. 6 – To discuss any other business with the permission of Chair

There being no other business to transact, the meeting concluded at 10:30 A.M. with a vote of thanks to the chair.

Date:

Place:


.....
Soham Satish Modi - Chairman



GV DISCOVERY CENTERS PVT LTD

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“RESOLVED THAT the EGM of the Company shall be convened _____ at the registered office of the Company to consider the matter given in the notice as per draft placed before the meeting.



RESOLVED FURTHER THAT draft notice of EGM as placed before the Board together with explanatory statement thereto be and is hereby approved and Mr. Soham Satish Modi and/or Mr. Sharad Kadakia, directors of the Company be and are hereby jointly and severally authorized to sign and issue the same to all the shareholders of the Company”.

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 :



CHAIRMAN
Mr. Soham Satish Modi

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

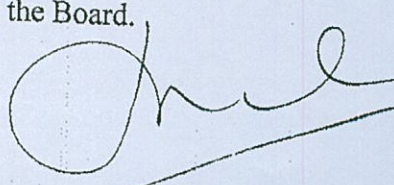

The Board unanimously elected Mr. Soham Satish Modi, Director of the Company as Chairman to preside over the meeting. Further, he welcomed the Director at the Meeting of the Board of Directors. After ascertaining the quorum, he called the meeting in order and thereafter agenda of the meeting was taken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

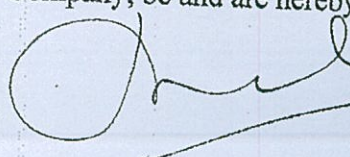
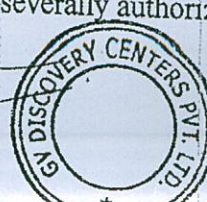
The Statutory Auditor after expressing their gratitude for the support extended by Management of the Company and the finance team during the audit process. concluded their presentation

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

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."

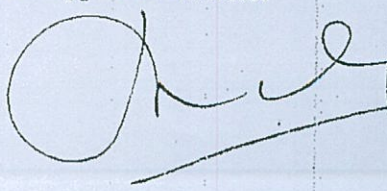
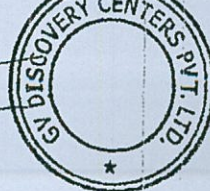
"**RESOLVED FURTHER THAT** Mr. Soham Satish Modi, the Director of the Company, be and are hereby authorized to take all steps as may be necessary in relation to the above.

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.

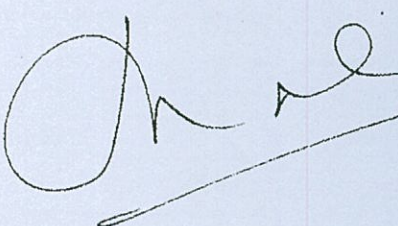
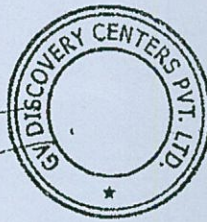
(b) Appointment of the Statutory Auditors' of the Company.

(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

MINUTES OF THE MEETING 05th /2019-20 OF THE BOARD OF DIRECTORS OF M/S. GV DSICOVERY CENTERS PRIVATE LIMITED HELD ON THURSDAY THE 20TH DAY OF JANUARY, 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, 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

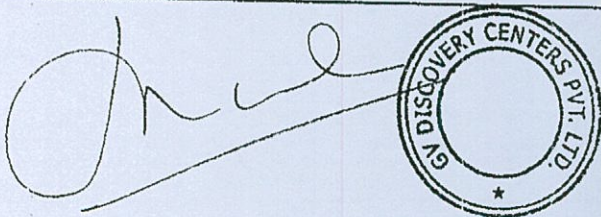
Item No. 1 – To elect the Chairman of the meeting

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.

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "GV DISCOVERY CENTERS PVT. LTD." around the perimeter and a small star at the bottom center.

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 – TRANSFER OF COMPULSORY CONVERTIBLE PREFERENCE SHARES OF THE INVESTOR COMPANY

The Chairman informed the Board that, the following shareholders of the Company have sent in their share transfer application, the details of which is captured in the table to the proposed resolution. The Board may consider these applications, discuss the matter and pass the following resolutions after verifying the details of shares proposed for transfer.

He further informed that board that, the said transfer is in relation to 100% CCPS holding of Acclaim Outsourcing Private Limited, investor in the company. The board was informed that, the transfer is in favor of Promoter Modi Properties Private Limited; Further the same is transferred from Modi Properties Private Limited to new investor into the company JVRX Asset Management Private Limited.

Further, signed SH – 4 for first and second transfer was placed before the board and initialled by the chairman for the purpose of identification. The same was recorded on the back side of share certificate, after board accorded approval.

The board discussed and passed the following resolution

“RESOLVED THAT pursuant to the provisions of Section 56 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and subject to the provisions of the Articles of Association of the Company, consent of Board, be and is hereby accorded for transfer of shares of the Company as per the table given below:

S. No.	Class & type of share	No. of CCPS Preference Shares	Distinctive numbers of the shares Being transferred	Name of the transferor	Name of the transferee	Cer.no.	Consideration received
1	CCPS Class A	5,00,000	1 - 500000	Acclaim Outsourcing Private Limited	Modi Properties Private Limited	P01	50,00,000

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2	CCPS Class A	5,00,000	1 - 500000	Modi Properties Private Limited	JVRX Asset Managem nt Private Limited	P01	50,00,000
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“RESOLVED FURTHER THAT Mr. Soham Satish Modi or Mrs. Tejal Soham Modi , Directors of the company be and is hereby severally authorized to endorse the relevant share certificate and to make entries in the register of share transfer and to do all other necessary act, deeds and things as may be required to give effect to the above resolution.”

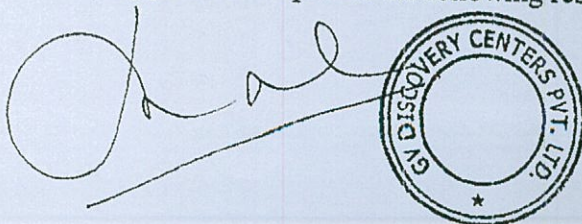
Item No. 5 – TO CALL FOR EXTRA ORDINARY GENERAL MEETING AND APPROVE THE DRAFT NOTICE THEREOF

The Chairman informed the board that, as Acclaim Outsourcing Private Limited an investor into the company have decided to exit its investment, the same needs to be taken on record. The CCPS Share subscription agreement and Shareholders’ agreement dated 11th day of May 2019 executed between the company, promoters and investor, stands cancelled. Further the board was informed that new investor JVRX asset management private limited has expressed interest in buying out the interest of Acclaim outsourcing by way of transfer of CCPS and also to fresh infusion of funds into the company by way of subscription to the Compulsory Convertible preference shares, the said investment will require approval of shareholders.

The board discussed at length and it was understood that the terms under which JVRX enters as investors into the company, are same as were agreed to hitherto for investment from Acclaim outsourcing Private limited. Further, it was clarified that no new terms other than agreed to in the SSA and SHA, have been incorporated to facilitate JVRX as investor into the company.

Draft notice calling the E.G.M initialed by the Chairman for the purpose of identification was placed before the board for its perusal.

The Board took note, approved and passed the following resolution.



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MINUTES OF THE MEETING 07th /2019-20 OF THE BOARD OF DIRECTORS OF M/S. GV DSICOVERY CENTERS PRIVATE LIMITED HELD ON MONDAY THE 16TH DAY OF MARCH, 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, 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

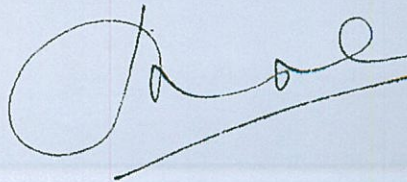

The Board unanimously elected Mr. Soham Satish Modi, Director of the Company as Chairman to preside over the meeting. Further, he welcomed the Director at the Meeting of the Board of Directors. After ascertaining the quorum, he called the meeting in order and thereafter agenda of the meeting was taken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

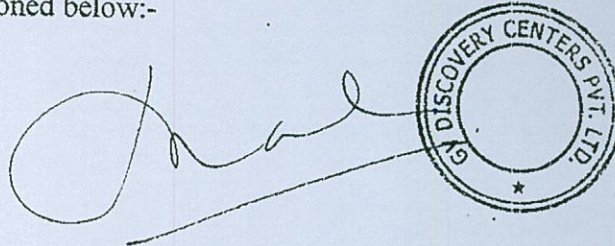
The Chairman placed before the Board the minutes of the previous meeting of the Board of Directors and requested the confirmation of the Board. The same were taken to be read and confirmed by the Board.

**Item No. 4 – TO CONVERT UNSECURED LOAN AND TO ALLOT COMPULSORILY
CONVERTIBLE PREFERENCE SHARES ("CCPS")**

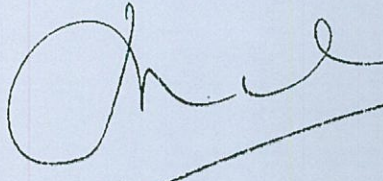

The Chairman informed the Board that pursuant to issue of of CCPS, it is required to allot these shares to the subscribers. The said issuance was approved at the extra ordinary general meeting of the members dated 25th February 2020. The said allotment is to the promoters and investor in the company. The Board discussed and passed the following resolution.

"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 Members of the Company. The Board of Directors (hereinafter referred to as 'the Board') of the Company be and hereby consent to convert unsecured loan and to allot 5,37,500 (Five Lakhs Thirty Seven Thousand Five Hundred Only) Compulsorily Convertible Preference Shares ("CCPS") of Face Value Rs. 10/- (Rupees Ten Only) of Class A for a total amount of Rs. 53,75,000 (Rupees Fifty Three Lakhs Seventy Five Thousand Only) to Modi Properties Private Limited, and Acclaim Outsourcing Private Limited and 22,20,000 (Twenty Two Lakhs and Twenty Thousand Only) Compulsorily Convertible Preference Shares ("CCPS") of Face Value Rs. 10/- (Rupees Ten Only) of Class B for a total amount of Rs. 2,22,00,000 (Rupees Two Crores Twenty-Two Lakhs 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. Details of allotment are mentioned below:-

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Type	Name of the Party	No. of CCPSS	Issue Price per CCPS (INR)	Total Amount in INR
Class A	Modi Properties Private Limited	37,500	10	3,75,000
Class A	Acclaim Outsourcing Private Limited	5,00,000	10	50,00,000
	Total	5,37,500		53,75,000
Class B	Mr. Rajesh Kadakia	10,00,000	10	1,00,00,000
Class B	Mr. Sharad Kadakia	10,00,000	10	1,00,00,000
Class B	Modi Properties Private Limited	2,20,000	10	22,00,000
	Total	22,20,000		2,22,00,000
	Total(Class A + Class B)	27,57,500		2,75,75,000

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

GV DISCOVERY CENTERS PVT LTD

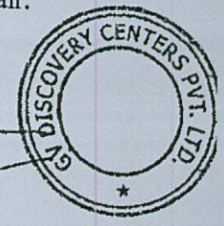
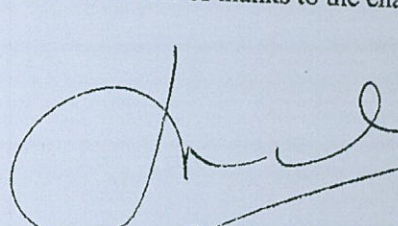
5-4-187/3&4, II floor, MG Road,
Secunderabad - 500 003.
Phone: +91-40-66335551
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Item No. 5 – VOTE OF THANKS:

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

Place : Hyderabad

Date :



CHAIRMAN

Mr. Soham Satish Modi