minutes board 1"

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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 1ST MEETING OF BOARD OF THE DIRECTORS OF GV DSICOVERY CENTERS PRIVATE LIMITED HELD ON MONDAY 08TH DAY OF OCTOBER, 2018 AT 11:00 AM AT THE REGISTERED OFFICE, 5-4-187/3&4, SOHAM MANSION,2ND FLOOR, M.G.ROAD,SECUNDERABAD, HYDERABAD TELANGANA 500003

The following Directors were present:

SR. NO.	NAME OF DIRECTORS	DESIGNATION
1.	Mr. Soham Satish Modi	Director
2.	Mrs. Tejal Soham Modi	Director

The business of the Meeting was taken up after having established that the requisite Quorum was present

ITEM NO. 1: TO ELECT THE CHAIRPERSON OF THE MEETING.

The Board elected Mr. Soham Satish Modi, DIN: 00522546 Director of the Company as the Chairperson for the meeting pursuant to Section 104(1) of Companies **Act, 2013** and passed the following resolution:

"**RESOLVED THAT** the Board elected Mr. Soham Satish Modi, DIN: 00522546, Director of the Company, as the Chairperson of the meeting by a show of hands."

ITEM NO. 2: TO GRANT LEAVE OF ABSENCE TO THE DIRECTORS WHO COULD NOT ATTEND THE MEETING.

All the Board Members were present in the meeting

ITEM NO.3: TO AUTHORIZE A PERSON TO RECORD THE PROCEEDING OF BOARD MEETINGS.

The Board authorized Mr. Soham Satish Modi, DIN: 00522546, Director of the Company, to record the proceedings of the Board Meetings and passed the following resolution:

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"**RESOLVED THAT** the Board authorised DIN: 00522546, Director of the Company, to record the proceedings of the Board Meetings."

ITEM NO. 4: TO AUTHORIZE A DIRECTOR OF COMPANY TO CERTIFY AND CIRCULATE CERTIFY COPY OF BOARD MINUTES.

The Board elected DIN: 00522546-, Director of the Company, to certify the copy of the signed minutes and passed the following resolution:

"**RESOLVED THAT** the Board elects DIN: 00522546, Director of the Company, to certify the copy of the signed minutes."

ITEM NO. 5: TO NOTE THE CERTIFICATE OF INCORPORATION OF THE COMPANY, ISSUED BY THE REGISTRAR OF COMPANIES

The Board took note of the certificate of incorporation of the Company, issued by the Registrar of Companies.

ITEM NO. 6: TO TAKE NOTE OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY, AS REGISTERED.

The Board took note of the Memorandum and Articles of Association of the company, as registered.

ITEM NO. 7: TO TAKE NOTE OF THE REGISTERED OFFICE OF THE COMPANY.

The Board Took Note Of The Registered Office Of The Company Situated At 5-4-187/3&4, Soham Mansion,2nd Floor, M.G.Road, Secunderabad, Hyderabad Hyderabad Telangana 500003 India

ITEM NO. 8: TO TAKE NOTE OF APPOINTMENT OF THE FIRST DIRECTORS OF THE COMPANY.

The Board took note of the appointment of First Directors of the Company.

ITEM NO. 9: DISCLOSURE OF INTEREST OF BOARD OF DIRECTORS OF THE COMPANY AS PER THE PROVISION OF SECTION 184 OF THE COMPANIES ACT

Disclosure of interest in the prescribed Form MBP-1 was placed before the Board.

The Board after consideration passed following resolution:

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"**RESOLVED THAT** pursuant to Section 184 (1) of the Companies Act, 2013 read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of the Companies Act, 2013, the disclosure of interest or concern in Form MBP.1 received from Directors of the Company, as placed before the meeting, be and are hereby noted and taken on record by the Board."

ITEM NO. 10: DISCLOSURE OF DISQUALIFICATION TO ACT AS A DIRECTOR OF THE COMPANY AS PER THE PROVISION OF SECTION 164 OF THE COMPANIES ACT, 2013.

Disclosure regarding disqualification, if any, in the prescribed Form DIR-8 was placed before the Board.

The Board after consideration passed following resolution:

"**RESOLVED THAT** pursuant to Section 164 (1) of the Companies Act, 2013 read with Rule 14 (1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, the disclosure regarding disqualification to act as a Director in Form DIR-8 received from Directors of the Company, as placed before the meeting, be and are hereby noted and taken on record by the Board."

ITEM NO. 11: TO FIX THE FINANCIAL YEAR OF THE COMPANY.

The Board after consideration fixed the first and the subsequent financial years of the Company and passed the following resolution:

"**RESOLVED THAT** the Board after due deliberation, fixed the financial year from the date of incorporation of the Company, i.e., 5th October 2018 and concluding 31st March, 2019, as the first financial year of the Company, both days inclusive of and subsequently each Financial Year to begin 1st April and end 31st March for each year."

ITEM NO. 12: TO CONSIDER THE APPOINTMENT OF THE FIRST AUDITORS.

The Board took into consideration the appointment of First Auditors and passed the following resolution:

"**RESOLVED THAT** pursuant to the provision of section 139 (6) of Companies Act, 2013, Mr. Ajay Mehta Membership no. 035449 from whom the consent of Appointment & Certificate pursuant

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to section 139 (1), 2013 of qualification of Companies Act, 2013 has been received, be and are hereby appointed as the First Auditor of the Company to hold office until the conclusion of the first Annual General Meeting of the company at a remuneration to be determined by the Board of Directors of the Company;

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to sign on certified true copy of Board Resolution and to file necessary e-form to the Registrar of the Companies, Telangana & to take all necessary actions as may be necessary."

ITEM NO. 13: TO TAKE NOTE OF SUBSCRIBERS TO MEMORANDUM.

The Board is took note of the following subscribers to the Memorandum:

Sr. No.	Name of the Subscriber	No. of Equity Shares subscribed
1	Mr. Soham Satish Modi	4000
2	Mrs. Tejal Soham Modi	4000
3.	Modi Properties Private Limited	2000

ITEM NO.14: TO AUTHORIZE THE ISSUE OF SHARE CERTIFICATES TO THE SUBSCRIBERS OF MEMORANDUM.

The Board was informed that as per section 46 of the Companies Act, 2013 read with Rule 5, 6 and 7 of the Companies (Share Capital and Debentures) Rules, 2014, GV Discovery Centers Private Limited is required to issue share certificates under the common seal signed by two Directors in a prescribed form SH-1 within 60 days of the issue of shares.

The Board after due consideration passed the following resolution:

"RESOLVED THAT the share certificates to the above named subscriber to the memorandum of association of the company be issued under the common seal of the company and that Mr. Soham Satish Modi DIN: 00522546 and Mrs. Tejal Soham Modi DIN 06983437 Directors of the company be and are hereby authorized to sign the said share certificates."

RESOLVED FURTHER THAT the share certificates to be printed and that the share certificates to be kept in the safe custody of the Directors of the Company.

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ITEM NO. 15: TO AUTHORIZE THE DIRECTORS TO FILE E-FORMS WITH MCA

The Board was informed that to meet the various requirements of e-filing, a director needs to be authorised to fulfil the various requirements under e-filing.

The Board after due consideration passed the following resolution:

"**RESOLVED THAT** Mr. Soham Satish Modi DIN: 00522546 director of the company be and are hereby severally authorised to sign the necessary documents on behalf of the company for electronic filing of documents under The Companies Act, 2013 and various rules made thereunder."

ITEM NO. 16: TO APPROVE PRELIMINARY EXPENSES AND PRELIMINARY CONTRACTS

A statement containing the details of preliminary expenses incurred for the incorporation of the Company was placed before the Board for approval

"**RESOLVED THAT** the preliminary expenses amounting to Rs**25279/-** expended by the promoters of the company in connection with the incorporation of the company as per the statement placed before the meeting be and are hereby approved."

Details of preliminary expenses

Sr. No.	Particulars	Amount (in Rs.)
1	Name Approval Fee	500
2	Registration Fees And Filings Fees	18186
3	Professional Fees	1888
4	Miscellaneous Expenses (Stamp Duty)	5200
5	Any Other	--
	Total	**25279**

ITEM NO. 17: TO AUTHORIZE A DIRECTOR TO MAINTAIN BOOKS AND REGISTERS OF THE COMPANY AT REGISTERED OFFICE.

The Board authorized Mr. Soham Satish Modi DIN: 00522546 Director, to maintain books and registers of the Company and passed the following resolution:

"**RESOLVED THAT** the Board hereby authorizes Mr. Soham Satish Modi DIN: 00522546 to maintain books and registers of the company at registered office of the Company."

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ITEM NO.18: ANY OTHER ITEMS WITH THE PERMISSION OF THE CHAIR

There being no more items, the meeting was concluded with a vote of thanks

Date:
Place:

GV DISCOVERY CENTERS PVT. LTD.

Chairman

		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,200	72	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,800	28	0	
10.	Others 0	0	0	0	
	Total	10,000	100	0	0

Total number of shareholders (promoters) 4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters) 0

Total number of shareholders (Promoters+Public/ Other than promoters) 4

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	4
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	3	0	3	0	36	0
B. Non-Promoter	0	0	0	0	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	0	3	0	36	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 3

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SOHAM SATISH MODI	00522546	Director	0	
SHARAD KUMAR JAYA	02903050	Director	3,600	
TEJAL SOHAM MODI	06983437	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SHARAD KUMAR JAYA	02903050	Additional director	01/11/2018	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 0

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

B. BOARD MEETINGS

*Number of meetings held 5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/10/2018	2	2	100
2	01/11/2018	2	2	100
3	05/12/2018	3	3	100
4	19/02/2019	3	3	100
5	27/03/2019	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held 0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2019 (Y/N/NA)
1	SOHAM SATI:	5	5	100	0	0	0	Yes
2	SHARAD KUM	3	3	100	0	0	0	Yes
3	TEJAL SOHAI	5	5	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☒ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil