

THE MINUTES OF THE F.Y (2021-22) MEETING OF THE BOARD OF DIRECTORS OF GV DSICOVERY CENTERS PRIVATE LIMITED HELD ON TUESDAY, THE 06TH DAY OF APRIL, 2021 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 Physically Present:

- | | | |
|--------------------------|---|----------|
| 1. Mr. Soham Satish Modi | - | Director |
| 2. 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.

A handwritten signature in dark ink, consisting of a large, stylized 'S' or 'J' followed by a horizontal line and a small flourish.

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.

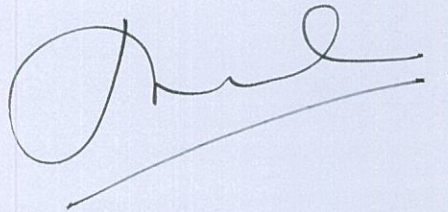
The Chairman further informed the Board that According to Section 164 of the Companies Act, 2013 and related provision thereof, it is necessary for the Board Members to inform the Board relating their disqualification or otherwise in form DIR-8. The forms DIR-8 so received from Board Members were placed 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 concerned person 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 2021-22

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 2021-22 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.

A handwritten signature in blue ink, consisting of a large, stylized 'P' followed by a series of loops and a long horizontal stroke extending to the right.

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 2021-22

by passing the following resolution:

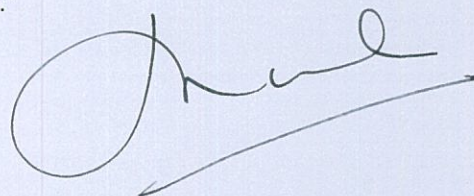
“RESOLVED THAT Mr. Soham Satish Modi Director of the Company be and is hereby authorized to sign and file various forms/returns and other documents as and when required to be filed under the provisions of the Companies Act, 2013 and the Rules made thereunder for the FY 2021-22 with the Registrar of Companies, Telangana and to do all such acts, deeds, matters and things as may be required in this regard unless otherwise decided.”

**Item No.6: APPOINTMENT OF MR. RAJESH KUMAR JAYANTILAL KADAKIA
(DIN:02903019) AS ADDITIONAL DIRECTOR OF THE COMPANY**

The Chairman informed the board that, Mr. Rajesh Kadakia also a shareholder of the company and a citizen of the US has been associated with the group since its inception. Considering his long-term association and investment interest in the company, it is desirable to induct him on the board of directors. The board agreed and passed following resolution.

"RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, Mr. Rajesh Kumar Jayanti Lal Kadakia (DIN:02903019), who has signified his consent to act as a director, be and is hereby appointed as an Additional Director of the Company to hold office with effect from 6th day of April 2021, and shall hold office upto the date of the ensuing Annual General Meeting of the Company.

RESOLVED FURTHER THAT any director and/or authorized representative of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies."

A handwritten signature in black ink, appearing to be 'Rajesh', with a long horizontal line extending from the bottom of the signature.

applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies."

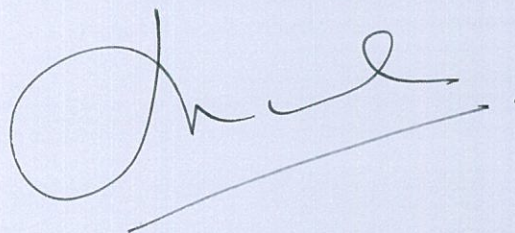
Item no. 7: Loan from Directors of the Company

The Chairman informed the Board that, in continuation of the pandemic situation, company may be required to borrow monies from time to time from directors of the company. To ease this transaction at different times during the year, the chairman proposed to pass one time board resolution to obtain such loans during the FY 2021-22 with declaration obtained from respective directors to extend such loan save as otherwise, [Pursuant to Rule 2(c) (viii) of the Companies (Acceptance of Deposits) Rules, 2014]

The board Consented and passed the following resolution.

"Resolved that the Company do borrow from time to time from all or any of its directors amounts of monies including unsecured loans subject to the terms as may be mutually decided provided that the borrowings in the form of unsecured loans from directors shall not exceed Rs.10,00,00,000 (Ten Crores only) in aggregate during a financial year and also that the director advancing the loan from time to time shall furnish to the Company the written declaration pursuant to Rule 2(c) (viii) of the Companies [Acceptance of Deposits] Rules, 1975.

"FURTHER RESOLVED THAT the directors of the Company be and they are hereby individually and severally authorized to decide the terms of borrowings and to do all acts, things, matters as may be considered necessary, expedient, incidental or conducive in furtherance of the aforesaid and also for and on behalf of the Company."

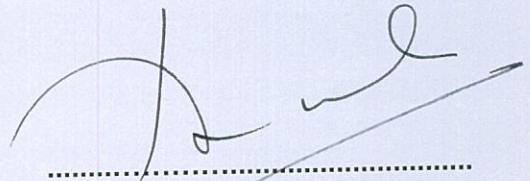


Item No. 8 – To discuss any other business with the permission of Chair

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

Date: 06.04.2021

Place: Hyderabad



.....
Soham Satish Modi - Chairman

Date of Entry - 16-04-2021

GV DISCOVERY CENTERS PVT LTD

MINUTES OF THE MEETING FY 21-22 OF THE BOARD OF DIRECTORS OF M/S. GV DISCOVERY CENTERS PRIVATE LIMITED HELD ON SATURDAY THE 31ST DAY OF JULY, 2021 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. Mr. Rajesh Jayanti Lal Kadakia | - | Director |
| 3. Mr. Sharad Jayanti Lal 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.



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Item No. 4 - SPLIT-UP OF SHARE CERTIFICATES:

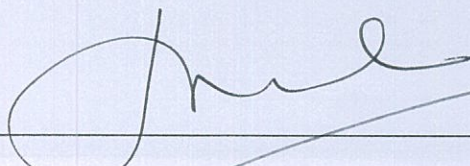
The Board was informed that, pursuant to transfer request received from shareholders, it is pertinent to split share certificates to facilitate transfer among shareholders. The Board agreed and passed the following resolution.

“RESOLVED THAT pursuant to provisions of the Articles of Association of the Company and such other provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof) as may be applicable for the time being in force, the consent of the Board of Directors of the Company be and is hereby accorded for splitting the Share Certificate Nos. 07 and 14 comprising of 400 equity shares each held in the name of Acclaim Outsourcing Private Limited and the following new share certificates shall be issued to them against cancellation of old certificates as detailed below:

Name of the shareholder	Folio no.	No. of equity shares	Distinctive numbers		New share Cert no.
			From	To	
Acclaim Outsourcing	006	200	3801	3934	07
			3935	4000	25
Acclaim Outsourcing	006	200	7801	7933	14
			7934	8000	26

RESOLVED FURTHER THAT the above share certificates be issued to Transferees as per the provisions of Section 46 of Companies Act 2013 read with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014, and be executed and signed under the stamp of the Company and in the presence of Mr. Soham Satish Modi and Mr. Sharad Kadakia, Directors of the Company who shall also sign as Authorised Signatory of the Company in token thereof”.

RESOLVED FURTHER THAT Mr. Soham Satish Modi and Mr. Sharad Kadakia, Directors of the Company of the Company be and are hereby severally authorized to sign and/or execute such paper(s), document(s) and to do all such other acts, deeds and things, as may be required or deemed necessary in to give effect to the above resolution”.



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Item No. 5– APPROVAL FOR TRANSFER OF SHARES:

The Board was informed that company is in receipt of request for transfer of shares. In this regard the signed SH – 4 from respective shareholders were placed before the board for its perusal. Pursuant to split of share certificates as per the foregoing resolutions, the board passed the following resolution.

“RESOLVED THAT pursuant to the provisions of Section 56 read with Rule 11 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to register the transfer of the below mentioned shares in favor of the transferee(s):-

Name of the Transferor	Folio No.	No. of Shares	Distinctive nos.		Share Cert No.	Name of the Transferee	Folio no. of transferee
			From	To			
M/s. Acclaim Outsourcing	006	200	3601	3800	06	M/s. Modi Properties Private Limited	003
M/s. Acclaim Outsourcing	006	134	3,801	3,934	07	M/s. Modi Properties Private Limited	003
M/s. Acclaim Outsourcing	006	200	9001	9200	16	Sharad Kadakia	004
M/s. Acclaim Outsourcing	006	66	3935	4000	25	Sharad Kadakia	004
M/s. Acclaim Outsourcing	006	67	7934	8000	26	Sharad Kadakia	004
M/s. Acclaim Outsourcing	006	200	7601	7800	13	Rajesh Kadakia	005
M/s. Acclaim Outsourcing	006	133	7801	7933	21	Rajesh Kadakia	005

RESOLVED FURTHER THAT Mr. Soham Satish Modi and Mr. Sharad Kadakia, Directors of the Company be and are hereby severally authorized to make necessary endorsement on the share certificates and record such transfer in the Register of Members, Register of Share Transfers and other statutory records and registers of the Company and to do all such acts, deeds and things as may be necessary to give effect to the above resolution”.





GV DISCOVERY CENTERS PVT LTD

Item No. 6 – AUTHORISATION FOR MANAGEMENT OF EMPLOYEES EXPENSE IN OPEN FINANCIAL TECHNOLOGIES PRIVATE LIMITED

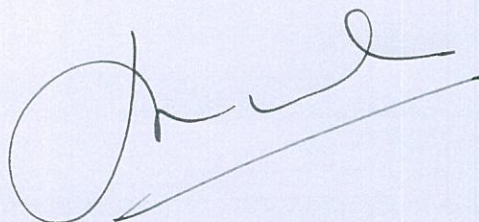
The Board was informed that, as the group is looking for expansion, it is essential to introduce card system to meet day to day financial obligation to be discharged on behalf of the company. In this regard, similar to a debit card, open card works as online payment facility leaving trails of payments made for various business purposes leading to achieve governance and transparency in transaction related to expenditure incurred for and behalf of the company.

The Chairman then recommended the system for approval. The Board accorded its approval by passing the following resolutions

“RESOLVED THAT the company has decided to authorise the below mentioned personnel to perform all banking / accounting / financial activities on the company’s open account on behalf o the company. The acts done and documents shall be binding n the company and the same be withdrawn by giving written notice thereof.

Name of the Employee	Designation	Access Capability
M JAYAPRAKASH	Sr. Manager – Finance & Accounts	Act as the owner of the company’s Open account
A.SAMBASIVA RAO	Assistant General Manager	Act as the owner of the company’s Open account

“RESOLVED FURTHER THAT, a copy of the above resolution duly certified to be true by designated director / authorised signatory of the company be furnished to Open Financial Technologies Private Limited and such other parties as may be required from time to time in connection with the above matter”.



5-4-187/3&4, II floor, MG Road,
Secunderabad – 500 003.
Phone: +91-40-66335551
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GV DISCOVERY CENTERS PVT LTD

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 : 31-07-2021

of signature

Date Inty 07-08-2021



CHAIRMAN

Mr. Soham Satish Modi

MINUTES OF THE MEETING FY 21-22 OF THE BOARD OF DIRECTORS OF M/S. GV DSICOVERY CENTERS PRIVATE LIMITED HELD ON FRIDAY THE 20TH DAY OF AUGUST, 2021 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. Mr. Rajesh J Kadakia | - | Director |
| 3. Mr. Sharad J Kadakia | - | Director |

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

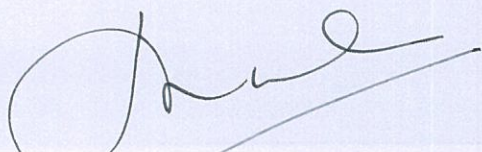
The Board unanimously elected Mr. Soham Satish Modi, Director of the Company as Chairman to preside over the meeting. Further, he welcomed the Director at the Meeting of the Board of Directors. After ascertaining the quorum, he called the meeting in order and thereafter agenda of the meeting was taken 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 – No Objection To The Use Of Word “GV” By A Company

The following resolution was passed for granting No Objection to the Registrar of Companies, CRC, India for obtaining the availability of name and incorporation of "GV DISCOVERY CHEMISTRY PLATFORM PRIVATE LIMITED" or any other similar name starting with "GV" or containing the words "GV" for a company being incorporated in India. The following resolution was passed unanimously:

"RESOLVED THAT a Company be incorporated in the state of Telangana, India with the name and style of "GV DISCOVERY CHEMISTRY PLATFORM PRIVATE LIMITED" or with any other similar name starting with "GV" or containing the words "GV" or any other name as may be approved by the Registrar of Companies, CRC, India."

"RESOLVED FURTHER THAT consent of the board be and is hereby accorded for having no objection if a company with the name of "GV DISCOVERY CHEMISTRY PLATFORM PRIVATE LIMITED" or with any other similar name starting with "GV" or containing the word "GV" in the name of the proposed company

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 : 20-08-2021

Signature

Date
of entry

27-08-2021



CHAIRMAN

Mr Soham Satish Modi

GV DISCOVERY CENTERS PVT LTD

MINUTES OF THE MEETING FY 21-22 OF THE BOARD OF DIRECTORS OF M/S. GV DSICOVERY CENTERS PRIVATE LIMITED HELD ON WEDNESDAY THE 24TH DAY OF NOVEMBER, 2021 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. Mr. Rajesh Jayanti Lal Kadakia | - | Director |
| 3. Mr. Sharad Jayanti Lal 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.



GV DISCOVERY CENTERS PVT LTD

Item No. 4 – TO CONSIDER, DISCUSS AND APPROVE THE DRAFT FINANCIAL STATEMENTS i.e. BALANCE SHEET AS AT MARCH 31, 2021 FOR THE YEAR ENDED ON THAT DATE PROFIT AND LOSS ACCOUNT, CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021 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, 2021 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.

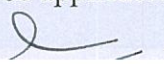
The Statutory Auditor after expressing their gratitude for the support extended by Management of the Company and the finance team during the audit process. concluded their presentation

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, 2021, Profit and loss Account and Cash Flow Statement for the financial year ended March 31, 2021 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 Mr. Sharad J Kadakia, 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 Mr. Sharad J Kadakia, Directors of the Company be and are hereby authorised to sign the Financial Statements as at March 31, 2021 on behalf of the Board of Directors.”

“RESOLVED FURTHER THAT Mr. Soham Satish Modi and Mr. Sharad J Kadakia, 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.”



GV DISCOVERY CENTERS PVT LTD

Item No. 5– TO TAKE ON RECORD THE AUDITORS' REPORT ON ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021.

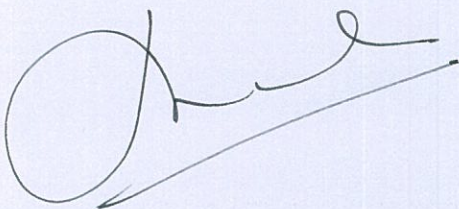
The Chairman placed the Auditor's report to the Shareholders for the year ended March 31, 2021 before the Board and said that a clean report has been issued. The Board received the report, took note of the contents, passed the following resolutions and decided to forward the same to the shareholders.

"RESOLVED THAT the Auditor's Report on the Financial Statements of the Company for the financial year ended March 31, 2021, 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 6- TO FIX THE DAY, DATE, TIME AND VENUE OF THE 3RD ANNUAL GENERAL MEETING (AGM) AND APPROVE THE DRAFT NOTICE THEREOF

The Board Chairman informed the Board that the 3rd Annual General Meeting (AGM) of the Members of the Company was supposed to be held on/before November 30, 2021, however the Ministry of Corporate Affairs vide general circular no..ROCH/AGM/STA/2020-21 dated 23rd September 2021 has granted extension for conducting AGM within two months from end of 6 months from the closure of Financial year 2020-2021, under the provisions of Companies Act, 2013 and in this regard the draft notice setting agenda items was placed before the Board

A handwritten signature in black ink, consisting of a large, stylized 'O' followed by a series of loops and a long horizontal stroke extending to the right.

GV DISCOVERY CENTERS PVT LTD

The Board discussed upon the following matter:

- (a) Consideration and Approval of Financial Statement for the Financial Year ended on March 31, 2021 and the notes appended thereto.
- (b) Regularisation of Appointment of additional director Mr. Rajesh Kadakia as Director of the Company

Further, the Draft text of the notice calling the 3rd Annual General Meeting as placed before the Board may be approved. The Board may pass 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 Tuesday the 30th day of November, 2021 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, the Director 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 3rd Annual General Meeting of the Company.”

Item No. 7 – VOTE OF THANKS:

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



CHAIRMAN

Mr. Soham Satish Modi

Place : Hyderabad

Signed Date : 30-12-2021

Date 30.12.2021

**THE MINUTES OF THE FY 21-22 MEETING OF THE BOARD OF DIRECTORS
OF GV DSICOVERY CENTERS PRIVATE LIMITED HELD ON TUESDAY, THE
28TH DAY OF DECEMBER, 2021` 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. Rajesh H Kadakia | - | Director |
| 3. Mr. Sharad j Kadakia | - | Director |

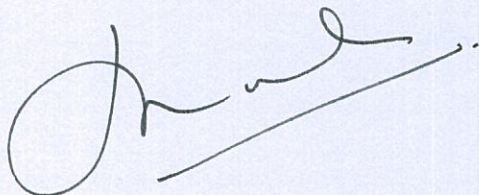
Item No. 1 – To elect the Chairman of the meeting

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.



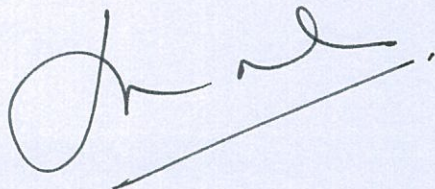
The Chairman placed before the Board the minutes of the previous meeting of the Board of Directors and requested the confirmation of the Board. The same were taken to be read, confirmed and took note by the Board.

Item No. 4- APPROVAL FOR TRANSFER OF EQUITY SHARES:

The Board was informed that company is in receipt of request for transfer of shares. In this regard the signed SH – 4 from respective shareholders were placed before the board for its perusal. Pursuant to split of share certificates as per the foregoing resolutions, the board passed the following resolution.

“RESOLVED THAT pursuant to the provisions of Section 56 read with Rule 11 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to register the transfer of the below mentioned shares in favor of the transferee(s):-

Name of the Transferor	Folio No.	No. of Shares	Distinctive nos.		Share Cert No.	Name of the Transferee	Folio no. of transferee
			From	To			
RAJESH J KADAKIA	04	3600	4001	7600	21	M/s. SDNMKJ Realty Private Limited	08
RAJESH J KADAKIA	04	200	7,601	7,800	13	M/s. SDNMKJ Realty Private Limited	08

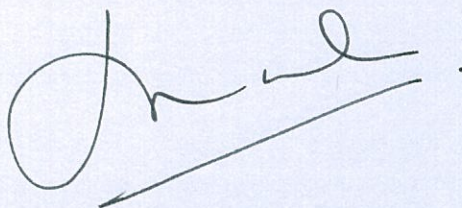


RAJESH J KADAKIA	04	133	7801	7933	14	M/s. SDNMKJ Realty Private Limited	08
SHARAD J KADAKIA	05	3600	0001	3600	22	M/s. JMKGEC Realtors Private Limited	07
SHARAD J KADAKIA	05	200	9001	9200	16	M/s. JMKGEC Realtors Private Limited	07
SHARAD J KADAKIA	05	66	3935	4000	25	M/s. JMKGEC Realtors Private Limited	07
SHARAD J KADAKIA	05	67	7934	8000	26	M/s. JMKGEC Realtors Private Limited	07

RESOLVED FURTHER THAT Mr. Soham Satish Modi and Mr. Sharad Kadakia, Directors of the Company be and are hereby severally authorized to make necessary endorsement on the share certificates and record such transfer in the Register of Members, Register of Share Transfers and other statutory records and registers of the Company and to do all such acts, deeds and things as may be necessary to give effect to the above resolution”.

Item No. 5– APPROVAL FOR TRANSFER OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES (“CCPS”)

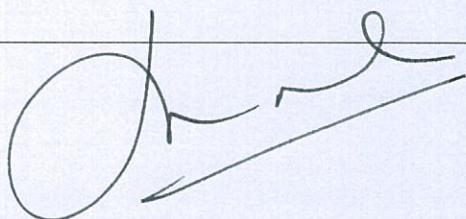
The Board was informed that company is in receipt of request for transfer of shares. In this regard the signed SH – 4 from respective shareholders were placed before the board for its perusal. Pursuant to split of share certificates as per the foregoing resolutions, the board passed the following resolution.



“RESOLVED THAT pursuant to the provisions of Section 56 read with Rule 11 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the Board of Directors of the Company be and is hereby accorded to register the transfer of the below mentioned shares in favor of the transferee(s):-

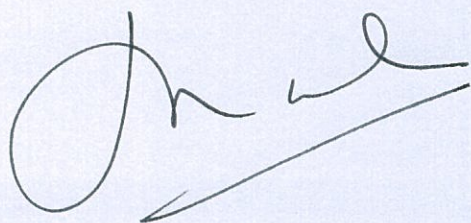
Name of the Transferor	Folio No.	No. of Shares	Distinctive nos.		Certificate No.	Name of the Transferee	Folio no. of transferee
			From	To			
RAJESH J KADAKIA	P03	1000000	537501	1537500	P03	M/s. SDNMKJ Realty Private Limited	P06
SHARAD J KADAKIA	P04	1000000	1537501	2537500	P04	M/s. JMKGEC Realtors Private Limited	P07

RESOLVED FURTHER THAT Mr. Soham Satish Modi and Mr. Sharad Kadakia, Directors of the Company be and are hereby severally authorized to make necessary endorsement on the share certificates and record such transfer in the Register of Members, Register of Share Transfers and other statutory records and registers of the Company and to do all such acts, deeds and things as may be necessary to give effect to the above resolution”.



Item No.6: To Avail Loan from Tata Capital

The Board was informed that at the request of the Company and **Modi Properties Private Limited** (collectively with the Company, the "**Borrower(s)**", which expression shall, in case of (a) a company or a limited liability partnership, its successors and permitted assigns, (b) a partnership firm any or each of the partners and survivor(s) of them and the partners from time to time (both in their personal capacity and as partners of the firm) and their respective heirs, legal representatives, executors, administrators and permitted assigns, successors of the firm; (c) a sole proprietorship and individual, respective heirs, administrators, executors and legal representatives of the person; (d) a Hindu Undivided Family, the Karta and any or each of the adult members and their survivor(s) and his/her/their respective heirs, legal representatives, executors, administrators and permitted assigns; (d) a Society, its governing body, successors and permitted assigns; and (e) a Trust, the Trustees for the time and its successors and permitted assigns), **TATA CAPITAL FINANCIAL SERVICES LIMITED**, a company incorporated under the provisions of the Companies Act, 1956, CIN No. U67100MH2010PLC210201, having its registered office at 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013 (hereinafter referred to as the "**Lender**" which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its successors, novatees, transferees and assigns) has agreed to make available credit facilities upto a maximum principal amount of INR 25,00,00,000 (Indian Rupees _Twenty Five Crores Only) (the "**Facility**") to the Borrower(s) on

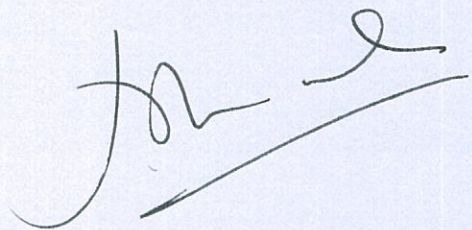


the terms and conditions more specifically set out/ to be set out in the documents in relation to the Facility (the "**Facility Documents**" which term shall include all the supplements, amendments, modifications, variations, extensions and rollovers thereto from time to time) and such other terms and conditions as may be stipulated by the Lender from time to time.

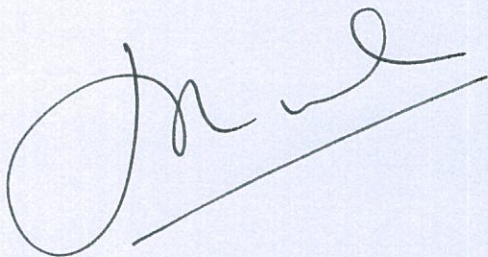
The Board passed the following Resolutions:

RESOLVED THAT:

1. The Company be and is hereby authorised to avail the Facility from the Lender on the terms and conditions more specifically set out/ to be set out in the Facility Documents and such other terms and conditions and securities as may be stipulated by the Lender from time to time.
2. The persons named in the schedule 'A' hereunder written ("**Authorised Persons**"), any two of them jointly OR any of them severally, is / are authorized *inter alia* to do the following acts, deeds and things in the name and on behalf of the Company;
 - a) To give, accept, confirm, make out, draw, sign, execute, endorse, discount, negotiate, pay, satisfy, withdraw, discharge, issue and transfer all and any cheques, drafts, bills of exchange, promissory notes (internal and foreign), hundies, bonds, dividend or interest warrants, letters of credit, bills of lading, delivery orders, policies of insurance, negotiable or transferable instruments in connection with / for the Facility or as the Lender may require from time to time or for the purpose aforesaid.

A handwritten signature in dark ink, consisting of a stylized 'J' followed by a series of loops and a long horizontal stroke.

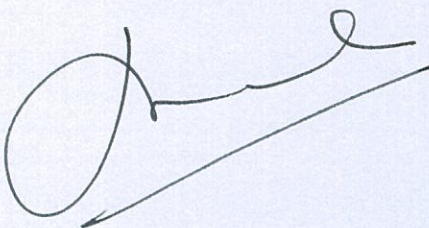
- b) To accept, confirm, sign including digitally sign, execute physically and/or digitally, application forms, facility/sanction letters, facility agreement, loan agreements, undertakings, declarations, writings, indemnities, agreements, deeds, indentures, instruments, promissory notes (payable on demand or otherwise), hundies etc. including but without limitation the documents in relation to creation and perfection of security as may be stipulated by the Lender from time to time, and all renewals and/or amendments thereto and also all acknowledgment/s or confirmation of debt, in connection with / for the Facility or as the Lender may require from time to time or for the purpose aforesaid and to open whenever required an account or accounts in the name of the Company and also to operate any or all of the credit facility account(s) maintained by the Company with the Lender.
- c) To do all acts, deeds, matter and things, including affixing electronic and/or digital signature's in any mode as shall be acceptable to the Lender to execute any deeds, agreements, loan documentation and/or any other agreement and document in connection with / for the Facility or as the Lender may require from time to time for the purpose aforesaid.
- d) To represent the Company at the office of concerned Sub Registrar of Assurances and to do all such acts, deeds and things as may be necessary to complete the registration formalities to register any deeds, agreements, as the case may be.]
- e) To open accounts (including escrow account) with the Lender and to charge (in the form and substance acceptable to the Lender) such account in favour of the Lender, as required by the Lender.

A handwritten signature in black ink, consisting of a large, stylized 'J' or 'G' followed by a horizontal line and a small flourish.

- f) To do all acts, deeds and things as may be required to be done in respect of any assignment of the Facility, in part or in full, by the Lender to any other bank/financial institution/ person including, but not limited to:
- (i) Request the Lender to effect the proposed assignment of the Facility;
 - (ii) To receive and confirm the contents of all documents, deeds and writings in relation to such assignment of the Facility; and
 - (iii) To provide necessary confirmation and covenants in respect of such assignment of the Facility and execute all deeds and writings and to do all acts, deeds and things as may be required to be done in respect of such assignment of the Facility as may be required by the Lender and/or the prospective assignee(s).

Further, wherever required the Common Seal of the Company be affixed in the presence of Mr. Soham Modi, director of the Company who is authorised to sign the documents as witnesses to the affixation of common seal.'

4. **RESOLVED FURTHER THAT** the Company hereby declares and assures that the creation of above securities over the assets / properties / accounts / rights securities of the Company to secure the Facility are in excess of the limits specified under Section 180(1)(a) of the Companies Act, 2013 . However company being a private limited undertaking is not required to comply with the provision of section 180 of the Companies Act 2013
5. The Company do request Mr. Soham Modi, Mr. Sharad Kadakia to offer and execute guarantee in favour of the Lender to guarantee and to secure the repayment of the credit facilities granted / to be granted to the Company together with interest, cost, expenses and other charges thereon.

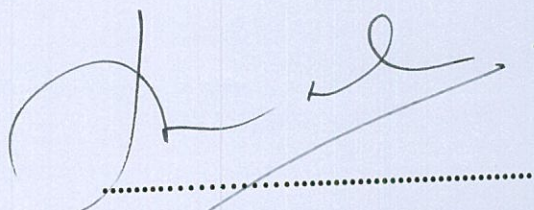
A handwritten signature in black ink, consisting of a large, stylized 'S' followed by a horizontal line and a small loop at the end.

6. The Company do file the requisite particulars of charge/s with the Registrar of the Companies, Telangana in respect of the securities provided / to be provided to secure the credit facilities after execution of respective documents within the time prescribed by law.
7. A copy of the above resolutions be furnished to the Lender certified as true copy by the Mr. Soham Modi and Mr. Sharad Kadakia, Directors of the Company and that the Lender is authorised to act and rely upon these resolutions.

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.

Signature
Date:: 22-02-2022
Place: Secunderabad


.....
Soham Satish Modi - Chairman

Date of Entry 01-03-2022

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 MEETING FY 21-22 OF THE BOARD OF DIRECTORS OF M/S. GV DSICOVERY CENTERS PRIVATE LIMITED HELD ON FRIDAY THE 21ST DAY OF JANUARY, 2022 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. Mr. Rajesh J Kadakia | - | Director |
| 3. Mr. Sharad J Kadakia | - | Director |

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

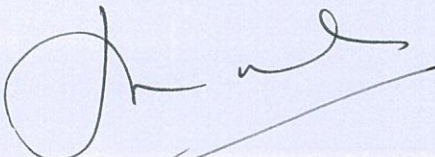
The Board unanimously elected Mr. Soham Satish Modi, Director of the Company as Chairman to preside over the meeting. Further, he welcomed the Director at the Meeting of the Board of Directors. After ascertaining the quorum, he called the meeting in order and thereafter agenda of the meeting was taken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



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Item No. 4: Appointment Of Registrar And Share Transfer Agent

The Board was informed that, the company intends to convert its physical shares into demat. This would help to achieve in transparency of transfer of shares and also Register of Members of the company will henceforth be maintained in Demat form. The Board agreed unanimously and passed following resolutions.

“RESOLVED THAT the Company do seek admission of the Company’s securities in the Depository system of **National Securities Depository Ltd.** to dematerialize the certificates of the shareholders of the Company who may wish to do so”.

“RESOLVED FURTHER THAT the Company appoints **CIL SECURITIES LIMITED** as the Registrar & Transfer Agent (RTA) for the Depository upon such terms and conditions as may be approved”.

“RESOLVED FURTHER THAT Mr. Soham Satish Modi holding DIN (00522546) Director of the company be and is hereby severally authorized to do all such acts and deeds as may be required and to sign all such papers and documents as may be necessary to implement the decision”.

Signature of authorized persons:

Sr. No.	Name of the Authorized Signatory	Designation	Specimen Signature
1	Mr. Soham Satish Modi	Director	

DEMATERIALISATION OF THE SHARES OF THE COMPANY

The Chairman suggested the Board that it was necessary to dematerialize the shares of the company in order to utilize the various advantages of the Dematerialization like easy transfer of shares, avoiding fraudulent transfers, avoiding loss of share certificates etc. The Chairman also

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informed that CIL Securities is acting as Registrar & Share Transfer Agent (Electronic & Physical) of **National Securities Depository Limited** rendering services to their clients. After due deliberations and discussions the Board passed the following resolution.

“RESOLVED THAT M/s. CIL Securities Limited, Registrar & Share Transfer Agent (Electronic & Physical) of **and National Securities Depository Limited**.be and is hereby appointed as Registrar & Share Transfer Agent (Electronic & Physical) to dematerialize the shares of the company.

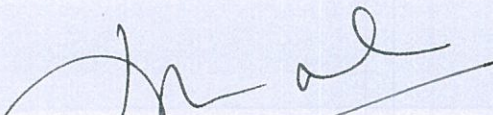
RESOLVED FURTHER THAT Mr. Soham Satish Modi, holding DIN: (00522546) Director of the company, be and is hereby authorized to enter, execute agreements and complete the necessary formalities with the CIL Securities Limited, on behalf of the company to dematerialize the shares of the company.

“RESOLVED FURTHER THAT Registrar and Share Transfer Agent appointed be and is hereby instructed to cancel and mutilate the Share Certificates Surrendered for Dematerialization in the presence of the official duly authorized by the Company, as and when the advice is received for mutilation.

RESOLVED FURTHER THAT the certified true copy of this resolution duly signed by Mr. Soham Satish Modi, holding DIN: (00522546) Director of the company be forwarded to the concerned person as and when required.”

Appointment of Registrar and Share Transfer Agents

The Chairman informed the Board that as per SEBI circular dated 27th December 2002 the company can outsource the Share Transfer activity to register transfer of shares, endorse and issue of duplicate certificates etc. to Registrar and Transfer Agent (RTA) duly registered with Securities and Exchange Board of India. The Board discussed and passed the following resolution:



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“RESOLVED THAT M/s. CIL Securities Limited, Registrar and Transfer Agent (Common Agency), duly registered with SEBI, be and is hereby appointed as Registrar and Transfer Agents of the Company to maintain the records of the shareholders and to deal with all the transfer, endorse the certificates, issue of fresh or duplicate certificates and redemption of securities on behalf of the company.

“RESOLVED FURTHER THAT M/s CIL Securities Limited be and are hereby appointed as depository registrars of the company to carry on the share transfer and related activities in physical form of equity shares of our company and to deal with NSDL as may be necessary or deemed fit in the interest of the company. The Mutual Agreement entered into will remain in force until and unless the revocation letter is issued for discontinuing the Registrar and Share Transfer services.

RESOLVED FURTHER THAT Mr. Soham Satish Modi, holding DIN: (00522546) , Director of the company, be and is hereby authorized to enter, execute agreements and complete the necessary formalities with the M/s.CIL Securities Limited, to appoint them as Registrar and Transfer Agent (Common Agency).

RESOLVED FURTHER THAT a Certified true copy of this resolution duly signed by Mr. Soham Satish Modi, holding DIN: (00522546) Director of the company be furnished to the concerned person or authorities as and when required

Item no.5 : Authorisation to execute Deed of to Avail Loan from Tata Capital

The Chairman informed the board that, company is in advanced negotiation with Tata Capital for availing loan upto 25 crore (Twenty five crore only) and in this regard, it has received sanction letter from Tata Capital. The said sanction letter was placed before the board for its perusal. The two facilities i.e Term loan and Lease rental discounting negotiated, have been bifurcated as per the terms negotiated. The board was further informed that, company will be required to execute and Memorandum of Deposit of Title Deeds on immovable property held by the company, to avail the said facility.



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Principal Terms and conditions were mentioned in sanctioned letter which were deliberated by the Board in detail. In this regards the Board was also given an update on execution of facility agreement i.e Deed of Hypothecation with TATA Capital as a part of terms for disbursement of Loan amount.

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 : 21-01-2022



CHAIRMAN

Mr. Soham Satish Modi

of Bangalore

Date : 28-01-22
of entry.