5-2-223,
Secunde
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JMK GEC REALTORS PRIVATE LIMITED

U70100TG2010PTC067673

MINUTES OF MEETING OF BOARD OF DIRECTORS OF JMK GEC REALTORS PRIVATE LIMITED ON FRIDAY THE 13th JANUARY 2023 AT 10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5-2-223, GOKUL DISTILLERY ROAD, SECUNDERABAD, TELANGANA 500003. (ZOOM CALL)

The meeting commenced at 10:00 AM and ended at 10:40 AM

DIRECTORS PRESENT:

1. Mr. Rajesh Jayantilal Kadakia
2. Mr. Soham Satish Modi
3. Mr. Sharad Jayantilal Kadakia

CHAIRMAN OF THE MEETING:

Mr. Soham Satish Modi occupied the Chair and presided over the meeting with the consent of all the board members. After ascertaining the presence of quorum, the Chairman declared that the meeting was duly convened and properly constituted and agenda of the meeting was taken up.

CONFIRMATION OF THE LAST MINUTES:

The minutes of the last meeting of Board of Directors duly initialled by the Chairman were placed before the Board and board took note of same.

QUORUM

The Chairman noted that quorum of the Board of Directors was present and declared the meeting open for the following transactions of business.

1. APPROVAL FOR ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT

The Chairman informed the Board that the Company is in need of funds for expansion of business. Therefore, the Chairman proposed to issue shares on preferential basis. Considering the same, the Board passed the following resolution unanimously:

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"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 and such other rules and provisions framed thereunder, subject to provisions in the Memorandum of Association and the Articles of Association and approval of shareholders of the Company, the consent of Board of Directors of the Company be and is hereby accorded to offer and issue Equity Share of the Company to "Greens India LLC" through an Offer Letter on private placement basis to raise additional equity share capital upto an aggregate value of Rs. 10,00,00,000 (Rupee Ten Crore Only), such issue and allotment to be made at such times, and at Rs. 9,689 price per share or at such prices and other conditions as the Board, may, in its absolute discretion, decide at the time of issue;

RESOLVED FURTHER THAT the new equity shares shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the preferential shares are allotted.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and is/ are hereby, authorized to call for board meeting, sign all such forms, returns and documents and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

2. NOTICE FOR CALLING AN EXTRA-ORDINARY GENERAL MEETING (EGM)

The Chairman again explained that in connection with the foregoing resolutions, it is necessary to convene an EGM of the Company. A draft of the Notice calling an EGM was also placed before the Board for its perusal. Considering the same board passed the following resolution unanimously:

"RESOLVED THAT the EGM of the Company shall be convened on Saturday 04th February 2023 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 any one of the 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."

Vote of Thanks:

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

Chairman

Place: Hyderabad

Date: 13th January 2023