

CIN: U73200TG2018PTC126666

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Members

Notice is hereby given that an Extraordinary General Meeting (EGM) of the members of GV Research Centers Private Limited hereinafter referred to as the 'Company') will be held on Thursday 09th March, 2023 at 12:05 P.M., at 5-4-187/3&4, Soham Mansion, 2nd Floor, M.G. Road, Secunderabad, Hyderabad, Telangana 500003, **to transact the following business as**

Special Business:

AUTHORISATION TO RE-CLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with rules thereunder (including any statutory modification(s) or re-enactment thereof as may be applicable for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the Authorized Share Capital of the Company from Rs. 20,10,00,000 (Rupees Twenty Crore and Ten Lakh only) comprising of 6,10,000 (Six Lakhs and Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten) each amounting to Rs. 61,00,000 (Rupees Sixty-One Lakh only) and 1,94,90,000 (One Crore Ninety-Four Lakhs and Ninety Thousand) Compulsory Convertible Preference Shares of Rs.10 (Rupees Ten) each amounting to 19,49,00,000 (Rupees Nineteen Crores Fourty Nine Lacs only) be and is hereby re-classified to Rs. 20,10,00,000 (Rupees Twenty Crore and Ten Lakh only) comprising of 1,10,10,000 (One Crore Ten Lakhs and Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten) each amounting to Rs.11,01,00,000 (Rupees Eleven Crores and One Lakh only) and 90,90,000

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GV RESEARCH CENTERS PVT LTD

5-4-187/3&4, II floor, MG Road,
Secunderabad – 500 003.
Phone: +91-40-66335551
Email:sohammodi@modiproperties.com

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(Ninety Lakhs and Ninety Thousand) Compulsory Convertible Preference Shares of Rs.10 (Rupees Ten) each amounting to 9,09,00,000 (Rupees Nine Crores and Nine Lakhs), after cancelling the existing unissued Compulsorily Convertible Preference share capital comprising of 1,04,00,000 (One Crore Four Lakhs) Compulsorily Convertible Preference Shares of Rs. 10/- each and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and instead, the following new Clause V:

'V. The Authorized Share Capital of the Company is Rs. 20,10,00,000 (Rupees Twenty Crore and Ten Lakh only) comprising of 6,10,000 (Six Lakhs and Ten Thousand) Equity Shares of Rs.10 (Rupees Ten) each, 89,00,000 (Eighty-Nine Lakhs) Compulsory Convertible Preference Shares (CCPS) of Rs.10 (Rupees Ten) each of Class A and 1,00,000 (One Lakh) Compulsory Convertible Preference Shares (CCPS) of Rs.10 (Rupees Ten) each of Class B.

“RESOLVED FURTHER THAT any of the Board of Directors, be and are hereby authorized to sign all such forms, returns and documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

For GV Research Centers Private Limited



Place: Hyderabad

Date: 15th February 2023

Mr. Soham Satish Modi

Director

DIN: 00522546

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NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with regard to the Special Business is appended.
2. The Members, whose names appear in the register of members as on February 10, 2023 i.e., the cut-off date, shall be entitled to vote on the resolution set forth in this Notice.
3. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself, such proxy/proxies need not to be a member of the company.
4. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at an Extra Ordinary General Meeting.
5. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly filled and signed) to the Meeting.
6. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 10:00 a.m. and 01:00 p.m. up to the date on which EGM will be held.

For GV Research Centers Private Limited



Mr. Soham Satish Modi

Director

DIN: 00522546

Place: Hyderabad

Date: 15th February 2023

CIN: U73200TG2018PTC126666

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with rules thereunder (including any statutory modification(s) or re-enactment thereof as may be applicable for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the Authorized Share Capital of the Company from Rs. 20,10,00,000 (Rupees Twenty Crore and Ten Lakh only) comprising of 610,000 (Six Lakhs and Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten) each amounting to Rs. 61,00,000 (Rupees Sixty-One Lakh only) and 1,94,90,000 (One Crore Ninety-Four Lakhs and Ninety Thousand) Compulsory Convertible Preference Shares of Rs.10 (Rupees Ten) each amounting to 19,49,00,000 (Rupees Nineteen Crores Fourty Nine Lacs only) be and is hereby re-classified to Rs. 20,10,00,000 (Rupees Twenty Crore and Ten Lakh only) comprising of 1,10,10,000 (One Crore Ten Lakhs and Ten Thousand) Equity Shares of Rs. 10 (Rupees Ten) each amounting to Rs.11,01,00,000 (Rupees Eleven Crores and One Lakh only) and 90,90,000 (Ninety Lakhs and Ninety Thousand) Compulsory Convertible Preference Shares of Rs.10 (Rupees Ten) each amounting to 9,09,00,000 (Rupees Nine Crores and Nine Lakhs), after cancelling the existing unissued Compulsorily Convertible Preference share capital comprising of 1,04,00,000 (One Crore Four Lakhs) Compulsorily Convertible Preference Shares of Rs. 10/- each and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and instead, the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 20,10,00,000 (Rupees Twenty Crore and Ten Lakh only) comprising of 6,10,000 (Six Lakhs and Ten Thousand) Equity Shares of Rs.10 (Rupees Ten) each, 89,00,000 (Eighty-Nine Lakhs) Compulsory Convertible Preference Shares

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(CCPS) of Rs.10 (Rupees Ten) each of Class A and 1,00,000 (One Lakh) Compulsory Convertible Preference Shares (CCPS) of Rs.10 (Rupees Ten) each of Class B.

Accordingly, the Board of Directors of the Company commends the Resolution set out in the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out in the Notice except to the extent of their respective interest as shareholders of the Company.

For GV Research Centers Private Limited



Place:Hyderabad

Date: 15th February 2023

Mr. Soham Satish Modi

Director

DIN: 00522546