

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of GV Discovery Centers Private Limited will be held on Tuesday, 25th February, 2020 at 04.00 P.M at 5-4-187/3&4, Soham Mansion, 2nd Floor, M.G. Road, Secunderabad – 500003 at shorter notice to transact the following business:

SPECIAL BUSINESS:

1. TO CONSIDER INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs.10,00,000/- (Rupees Ten Lakh Only) consisting of 100,000 (One Lakh Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.5,10,00,000/- (Rupees Five Crore Ten Lakh Only) consisting of 100,000 (One Lakh Only) Equity Shares of Rs.10/- (Rupees Ten Only) each and 10,75,000 (Ten Lakh Seventy Five Thousand Only) Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- (Rupees Ten Only) each of Class A, 39,25,000 (Thirty Nine Lakh Twenty Five Thousand Only) Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- (Rupees Ten Only) of Class B.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause 5 as under:

5. The Authorised Share Capital of the Company is Rs.5,10,00,000/- (Rupees Five Crore Ten Lakh Only) consisting of 100,000 (One Lakh Only) Equity Shares of Rs.10/- (Rupees Ten Only) each and 10,75,000 (Ten Lakh Seventy Five Thousand Only) Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- (Rupees Ten Only) of Class A, 39,25,000 (Thirty Nine Lakh Twenty Five Thousand Only) Compulsorily Convertible Preference Shares (CCPS) of Rs.10/- (Rupees Ten Only) of Class B.

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



2. TO APPROVE THE SHARE SUBSCRIPTION AGREEMENT

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

“RESOLVED THAT pursuant to provisions of Section 55 and all other applicable provisions, if any, of the Companies Act, 2013 and related regulations made there under and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to any permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for the issue of compulsorily convertible preference shares "CCPS" as consideration for the funds received from Mr. Rajesh Kadakia, Mr. Sharad Kadakia, Modi Properties Private Limited and Acclaim Outsourcing Private Limited on the terms and conditions set out in the Share Subscription agreement.

RESOLVED FURTHER THAT the consent of members of the Company, be and is hereby given to the Board of Directors to enter into the Share Subscription Agreement to be executed between the Members and GV Discovery Centers Private Limited which enumerates the terms, conditions and covenants.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board 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 such offer, 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.”

3. TO CONVERT UNSECURED LOAN AND TO APPROVE THE ISSUE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES

To consider and if thought fit, to pass with or without modification, if any, the following resolution as Special 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 approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board') of the Company to convert unsecured loan to offer, to issue and allot 10,75,000 (Ten Lakh Seventy Five Thousand Only) Compulsorily Convertible Preference Shares ("CCPS") of Face Value Rs. 10/- (Rupees Ten Only) of Class A for a total amount of Rs. 1,07,50,000 (Rupees One Crore Seven Lakh Fifty Thousand Only) to Modi Properties Private Limited, and Acclaim Outsourcing Private Limited and 39,25,000 (Thirty Nine Lakhs and Twenty

A handwritten signature in black ink is written over a circular stamp. The stamp contains the letters 'GV' in a stylized font.

GV DISCOVERY CENTRES PVT. LTD
CIN NO : U73100TG2018PTC127421

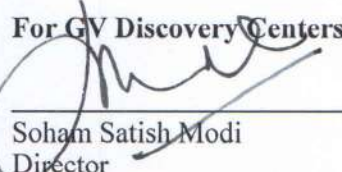
5-4-187/3&4, II floor, MG Road,
Secunderabad – 500 003.
Phone: +91-40-66335551
accounts@modiproperties.com

Five Thousand Only) Compulsorily Convertible Preference Shares (“CCPS”) of Face Value Rs. 10/- (Rupees Ten Only) of Class B for a total amount of Rs.3,92,50,000 (Rupees Three Crores Ninety Two Lakhs Fifty Thousand 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 wherein part of subscription amount shall be upon conversion of existing unsecured loan from such parties with effect from November 26, 2018. Details of which is mentioned below:-

Type	Name of the Party	No. of CCPSs	Issue Price per CCPS (INR)	Total Amount in INR
Class A	Modi Properties Private Limited	75,000	10	7,50,000
Class A	Acclaim Outsourcing Private Limited	10,00,000	10	1,00,00,000
	Total	10,75,000		1,07,50,000
Class B	Mr. Rajesh Kadakia	17,00,000	10	1,70,00,000
Class B	Mr. Sharad Kadakia	17,00,000	10	1,70,00,000
Class B	Modi Properties Private Limited	5,25,000	10	52,50,000
	Total	39,25,000		3,92,50,000
	Total(Class A + Class B))	50,00,000		5,00,00,000

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board 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 such offer, 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.”

For GV Discovery Centers Private Limited


Soham Satish Modi
Director
DIN: 00522546

Place: Hyderabad
Date: 20.01.2020

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. Explanatory Statement pursuant to Section 102 of the Companies Act 2013 in respect of Special Business set out in the notice is enclosed herewith.
3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board resolution authorising their representative to attend and vote on their behalf at the meeting.
5. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, upto and including the date of the General Meeting of the Company.

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

Item No.1.

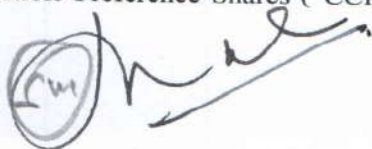
The Current Authorized Capital of the Company is Rs.1,000,000/- (Rupees TenLakh only) and the paid up share capital of the Company is Rs.100,000 (Rupees One Thousand only). The Company proposes to increase its authorized share capital to Rs.5,01,00,000/- (Rupees Five Crore Ten Lakhonly) to facilitate any fund raising in future via issue of Compulsorily Convertible Preference Shares of the company. The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause 5 of the Memorandum of Association of the Company. Pursuant to Section 13 and 62 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

The Director, Shareholders, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution up to the extent of their shareholding.

Item No. 2,3

The Promoters(Mr.RajeshKadokia,Mr. Sharad Kadokia ,Modi Properties Private Limited) along with the other parties are developing a lab space Facility in the land owned by the Company. The funds required shall be infused by the Promoters and Advisor(Acclaim Outsourcing Private Limited). The Promoters, in consideration of the aforesaid infusion of the funds have agreed to convert unsecured loan to subscribe (by itself or through its Affiliates) to 50,00,000 (Fifty Lakh Only) Compulsorily Convertible Preference Shares ("CCPS") for a total amount of Rs.5,00,00,000 (Rupees Five Crores



Only) on the terms and conditions set out in the Share Subscription Agreement. Accordingly, the Board of Directors of the Company at its meeting held on 20.01.2020 has accepted the request and given consent, subject to approval of Members by way of Special Resolution, to issue and allot 50,00,000/- (Rupees Fifty Lakh only) consisting of 10,75,000 (Ten Lakh Seventy Five Thousand) Compulsorily Convertible Preference Shares (CCPS) of Rs.10 each of Class A, 39,25,000 (Thirty Nine Lakh Twenty Five Thousand) Compulsorily Convertible Preference Shares (CCPS) of Rs.10 of Class B to Mr. Rajesh Kadakia, Mr. Sharad Kadakia, Modi Properties Private Limited, and Acclaim Outsourcing Private Limited on such terms and Conditions as incorporated in the Share Subscription Agreement and wherein part of subscription amount shall be upon conversion of existing unsecured loan from such parties with effect from November 26, 2018, a draft of which is open for inspection in physical as well as electronic form at the Registered Office of the Company during the office hours on any working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. up to the date of Extra-Ordinary General Meeting of the Company.

Type	Name of the Party	No. of CCPSs	Issue Price per CCPS (INR)	Total Amount in INR
Class A	Modi Properties Private Limited	75,000	10	7,50,000
Class A	Acclaim Outsourcing Private Limited	10,00,000	10	1,00,00,000
	Total	10,75,000		1,07,50,000
Class B	Mr. Rajesh Kadakia	17,00,000	10	1,70,00,000
Class B	Mr. Sharad Kadakia	17,00,000	10	1,70,00,000
Class B	Modi Properties Private Limited	5,25,000	10	52,50,000
	Total	39,25,000		3,92,50,000
	Total (Class A + Class B)	50,00,000		5,00,00,000

Detailed information as required under Section 42 is enumerated below:

- The following disclosures as required under Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 are made:
 - The Promoters along with the other parties are developing a lab space Facility in the land owned by the Company. The funds required shall be infused by the Promoters and Advisor.
 - The Promoters, in consideration of the aforesaid infusion of the funds in have agreed to subscribe (by itself or through its Affiliates) to 50,00,000 (Fifty Lakh Only) Compulsorily Convertible Preference Shares ("CCPS") for a total amount of Rs.5,00,00,000 (Rupees Five Crores Only).
 - The Promoters and Advisor shall have the right to transfer any or all of the CCPS to any third party with the prior written consent of the Company and other CCPS holders.

GV DISCOVERY CENTRES PVT. LTD

CIN NO : U73100TG2018PTC127421

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accounts@modiproperties.com

2. The allotment of aforesaid CCPs of INR 5,00,00,000 (Rupees Five Crores Only) on a preferential/private placement basis made pursuant to the above proposed Special Resolution shall be completed within a period of twelve months from the date of passing of the special resolution.
3. The issue price of the aforesaid CCPs of INR 5,00,00,000 (Rupees Five Crores Only) each to be issued on a private placement basis for cash has been determined on the basis of valuation report of Mr. Vikas Jain, Registered Valuer, having their office at # 3-9-93, Shardha Nagar, Ramanthapur, Hyderabad, Telangana, 500 013.
4. The said CCPs of INR 5,00,00,000 (Rupees Five Crores Only) each are offered on a private placement basis with an option of conversion into equity shares. The price of the resultant shares has been determined beforehand on the basis of a valuation report of Registered Valuer, having their office at Hyderabad.
5. Henceforth, the resolutions at Item No. 2 is proposed.
6. The Directors consider that the Resolution is in the interest of the Company and its shareholders. None of the Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, have any concern or interest in the nature of, financial or otherwise with respect to this issue.
7. Your Directors recommend the Resolution for your approval as a Special Resolution.
8. The Company has to the best of its capabilities disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

For GV Discovery Centers Private Limited

Soham Satish Modi

Director

DIN: 00522546

Place: Hyderabad