

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Private Company | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F1	Buildings	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,020,110,000	869,213,514	869,213,514	869,213,514
Total amount of equity shares (in Rupees)	20,390,100,000	8,701,135,140	8,701,135,140	8,701,135,140

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
CLASS A				
Number of equity shares	2,018,010,000	869,113,514	869,113,514	869,113,514

Nominal value per share (in rupees)	10	10	10	10	
Total amount of equity shares (in rupees)	20,180,100,000	8,691,135,140	8,691,135,140	8,691,135,140	
Class of Shares		Authorised capital	Issued capital	Subscribed capital	Paid up capital
CLASS B					
Number of equity shares	1,100,000	50,000	50,000	50,000	
Nominal value per share (in rupees)	100	100	100	100	
Total amount of equity shares (in rupees)	110,000,000	5,000,000	5,000,000	5,000,000	
Class of Shares		Authorised capital	Issued capital	Subscribed capital	Paid up capital
CLASS C					
Number of equity shares	1,000,000	50,000	50,000	50,000	
Nominal value per share (in rupees)	100	100	100	100	
Total amount of equity shares (in rupees)	100,000,000	5,000,000	5,000,000	5,000,000	

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	502,000,000	0	0	0
Total amount of preference shares (in rupees)	5,020,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	502,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	5,020,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	154,813,514	0	154813514	1,557,135,1	1,557,135,	

Increase during the year	383,200,000	0	383200000	7,917,566,2	7,917,566,,0	
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	331,200,000	0	331200000	3,312,000,0	3,312,000,,0	
viii. Conversion of Debentures	52,000,000	0	52000000	520,000,000	520,000,000	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				4,085,566,2	4,085,566,,0	
Allotment of shares pursuant to Merger						
Decrease during the year	0	0	0	773,566,210	773,566,210	
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				773,566,210	773,566,210	
Cancellation of shares pursuant to merger						
At the end of the year	538,013,514	0	538013514	8,701,135,1	8,701,135,,0	
Preference shares						
At the beginning of the year	331,200,000	0	331200000	3,312,000,0	3,312,000,,0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
-						
Decrease during the year	0	0	0	3,312,000,0	3,312,000,,0	
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
Conversion into Class A equity shares				3,312,000,0	3,312,000,0	
At the end of the year	331,200,000	0	331200000	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="18/12/2020"/>
Date of registration of transfer (Date Month Year)	<input type="text" value="31/03/2021"/>
Type of transfer	<input type="text" value="Equity Shares"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="407,906,687"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text" value="10"/>

Ledger Folio of Transferor		01	
Transferor's Name	KAPUR		ASHOK
	Surname	middle name	first name
Ledger Folio of Transferee		06	
Transferee's Name	KAPUR		SUNANDAN
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	31/03/2021
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	50,000	Amount per Share/ Debenture/Unit (in Rs.)	100
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Ledger Folio of Transferor		CC01	
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Transferor's Name	KAPUR		ASHOK
	Surname	middle name	first name

Ledger Folio of Transferee		CC02	
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Transferee's Name	KAPUR		SUNANDAN
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

0.0000001

(ii) Net worth of the Company

6,350,926,700

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	407,956,687	46.93	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	407,956,687	46.93	0	0

Total number of shareholders (promoters)

1

(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)	461,256,827	53.07	0	
10.	Others	0	0	0	
	Total	461,256,827	53.07	0	0

Total number of shareholders (other than promoters)

2

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

3

**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	1	1
Members (other than promoters)	2	2
Debenture holders	2	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	0	1	0	1	0	46.93
B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	4	1	4	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	1	5	1	5	0	46.93

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

7

(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)
ASHOK KAPUR	00003577	Director	0	
SUNANDAN KAPUR	00003638	Director	407,956,687	
RAM NATARAJAN	00041871	Director	0	24/09/2021
MASAKI MOROHOSHI	07302404	Director	0	11/06/2021
YUJI KATO	08164498	Director	0	11/06/2021
TAKAHIRO YAMAZAKI	08739816	Whole-time director	0	
JAIRAJ VIKAS VERMA	AJNPV1998E	Company Secretary	0	

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

3

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)
YUSUKE HAGINO	08116297	Whole-time director	25/05/2020	CESSATION
TAKAHIRO YAMAZAKI	08739816	Additional director	25/05/2020	APPOINTMENT
TAKAHIRO YAMAZAKI	08739816	Whole-time director	10/12/2020	CHANGE IN DESIGNATION

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

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EGM	28/07/2020	3	2	99.99
EGM	30/10/2020	3	2	99.99
AGM	18/12/2020	3	2	53.07
EGM	31/03/2021	3	2	53.07

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/07/2020	6	5	83.33
2	30/10/2020	6	2	33.33
3	30/10/2020	6	2	33.33
4	10/12/2020	6	5	83.33
5	31/03/2021	6	3	50
6	31/03/2021	6	2	33.33

C. COMMITTEE MEETINGS

Number of meetings held

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	24/09/2021
								(Y/N/NA)
1	ASHOK KAPU	6	3	50	0	0	0	No
2	SUNANDAN K	6	1	16.67	0	0	0	Yes
3	RAM NATARA	6	4	66.67	0	0	0	Not Applicable
4	MASAKI MOR	6	2	33.33	0	0	0	Not Applicable
5	YUJI KATO	6	3	50	0	0	0	Not Applicable
6	TAKAHIRO YA	6	6	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	YUSUKE HAGINO	WTD	2,217,742	0	0	0	2,217,742
2	TAKAHIRO YAMAZ	WTD	6,006,967	0	0	0	6,006,967
	Total		8,224,709	0	0	0	8,224,709

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

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

Number of other directors whose remuneration details to be entered

0

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

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

NITIN MADAN

Whether associate or fellow

Associate Fellow

Certificate of practice number

20664

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

TAKAHIRO
YAMAZAKI

DIN of the director

08739816

To be digitally signed by

JAIRAJ
VIKAS
VERMA

- Company Secretary
- Company secretary in practice

Membership number

10542

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8.pdf
LOS_31032021.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

LIST OF SHAREHOLDERS AS ON 31.03.2021

S. No.	Name	Address	No. of Shares			Amount (In Rs.)
			Class A Equity Shares @ Rs. 10/- Each	Class B Equity Shares @ Rs. 100/- Each	Class C Equity Shares @ Rs. 100/- Each	
1.	Mr. Sunandan Kapur*	B- 5, Chirag Enclave, New Delhi - 110048	40,79,06,687	-	50,000	4,08,40,66,870
2.	M/s RD Propcon Private Limited	3 rd Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana- 122001	2,66,50,070	-	-	26,65,00,700
3.	M/s Sumitomo Corporation	8-11, 1-chome, Harumi, Chuo-ku, Tokyo, 104-8610, Japan	43,45,56,757	50,000	-	4,35,05,67,570
Total Share Capital						8,70,11,35,140

* Mr. Ashok Kapur gifted his entire shareholding of 40,79,06,687 Class A equity shares of Rs.10/- each and 50,000 Class C equity shares of Rs.100/- each to Mr. Sunandan Kapur on 31.03.2021. However, after receipt of intimation, the Board of the Company formally recorded and approved the same in its meeting held on 28.06.2021.

Certified to be true
For Krisumi Corporation Private Limited


Jai Raj Vikas Verma
Company Secretary
M. No. F10542

Reg. office: 3rd Floor, Central Plaza Mall, Golf Course Road, Sector-53, Gurgaon, Haryana- 122001
Corporate office: 461-462, Udyog Vihar, Phase -III, Gurgaon, Haryana -122016
E-mail-ID: info@krisumi.com, Telephone No.- 0124-4776600



Form No. MGT-8

**[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies
(Management and Administration) Rules, 2014]**

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s KRISUMI CORPORATION PRIVATE LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31st March, 2021**.

In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act as **Private Limited Company**.
2. Maintenance of registers/records & making entries therein within prescribed time (**Attached Annexure A**)
3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time (**Attached Annexure B**);
4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.

During the year board of directors has met **6** times on **28/07/2020, 30/10/2020 (10:30AM), 30/10/2020 (01:30PM), 10/12/2020, 31/03/2021 (08:00AM) and 31/03/2021 (04:00PM)**.



The Annual General Meeting of the Company during the year was held on 18/12/2020.

The Extra- ordinary General Meeting of the Company during the year was held on 28/07/2020, 30/10/2020 and 31/03/2021.

5. Closure of Register of Members / Security holders, as the case may be.

This clause is not applicable to the Company.

6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

None of the Transaction fall under the provision of the aforesaid Section.

7. Contracts/ arrangements with related parties as specified in section 188 of the Act

During the period under review, the Company has entered into any transaction at arm length price with related parties which attracts the provision of section 188 (1) of the Companies Act, 2013, which are as below:

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
1.	M/s. Velvet Infrastructure Pvt Ltd	Extension of Lease term for Registered Office	11 months w.e.f. 03.02.2020	As per Lease Deed. INR 12,000/- (Indian Rupees Twelve Thousand Only) per month	28.07.2020	-
2.	Mr. Mohit Jain	Corporate Office taken on Lease	3 years w.e.f. 15.11.2020	As per Lease Deed.	30.10.2020	-



**N MADAAN & ASSOCIATES
COMPANY SECRETARIES**

				INR 4,02,628 (Indian Rupees Twelve Thousand Only) per month plus applicable taxes		
3.	M/s. Velvet Infrastructure Pvt Ltd	Extension of Lease term for Registered Office	11 months w.e.f. 02.02.2021	As per Lease Deed. INR 12,000/- (Indian Rupees Twelve Thousand Only) per month	31.03.2021	-
4.	M/s. Sumitomo Corporation	To avail Technical Advisory Services	From 01.04.2021 to 30.06.2023	As per Agreement JPY 5,00,000 per quarter (JPY 2,000,000 per annum)	31.03.2021	-

8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

During the year under review, National Company Law Tribunal, Chandigarh Bench (“NCLT”) vide its order dated 22.09.2020, approved the merger of Bluejays Realtech Private Limited and P. G. Propmart Private Limited (“Transferor Companies”) with the Company (“Transferee Company”). Consequently, the capital structure of the Company got changed/revised accordingly.

The Authorised Share Capital of the Company increased from INR 25,20,00,00,000 divided into (2,00,00,00,000 Class A equity shares of INR 10 each, 10,00,000 Class B equity shares of INR 100 each, 10,00,000 Class C equity shares of INR 100 each and 50,00,000 preference shares of INR 10 each) to INR 25,41,01,00,000 divided into

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**N MADAAN & ASSOCIATES
COMPANY SECRETARIES**

(2,01,80,10,000 Class A equity shares of INR 10 each, 11,00,000 Class B equity shares of INR 100 each, 10,00,000 Class C equity shares of INR 100 each and 50,20,00,000 preference shares of INR 10 each).

In consideration of merger, the Company had issued and allotted its shares to the shareholders of Bluejays Realtech Private Limited on 3rd November 2020 in the following manner:

TO THE CLASS A EQUITY SHAREHOLDERS OF BLUEJAYS REALTECH PRIVATE LIMITED

"38,93,91,930 (Thirty eight Crores, Ninety three lakhs, ninety one Thousand Nine Hundred and Thirty) fully paid up class A equity shares of the face value of Rs 10/- (Rupees Ten) each credited as fully paid up in the share capital of Krisumi in the proportion of the number of class A equity shares held by the shareholders of Bluejays"

TO THE CLASS B EQUITY SHAREHOLDERS OF BLUEJAYS REALTECH PRIVATE LIMITED

"50,000 (Fifty Thousand) Class C Equity Share(s) of the face value of Rs. 100/- (Rupees Hundred) each credited as fully paid-up in the share capital of Krisumi in the proportion of the number of class B equity shares held by the shareholders of Bluejays"

TO THE SERIES A COMPULSORILY CONVERTIBLE PREFERNCE SHAREHOLDERS OF BLUEJAYS REALTECH PRIVATE LIMITED

"1,91,64,691 (One Crores, Ninety one lakhs, sixty four thousand six hundred and ninety one) fully paid up class A equity shares of the face value of Rs 10/- (Rupees Ten) each credited as fully paid up in the share capital of Krisumi in the proportion of the number of Series A Compulsorily Convertible Preference shares held by the shareholders of Bluejays"

Further, the Company had issued 26,00,000 Series A Compulsorily Convertible Debentures ("Series A CCDs") of face value of Rs. 100/- each fully paid up, to R.D. Propcon Private Limited on 3rd November 2020.

Thereafter, the Company had converted 52,00,000 Series A Compulsorily Convertible Debentures of Rs. 100/- each into 5,20,00,000 Class A Equity shares of Rs. 10/- each on 31st March 2021.

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sAccordingly, as on 31st March 2021, the paid-up capital of the Company stands at Rs. 8,70,11,35,140/- comprising of 86,91,13,514 Class A equity shares of Rs. 10/- each, 50,000 Class B equity shares of Rs. 100/- each and 50,000 Class C equity shares of Rs. 100/- each.

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

This clause is not applicable to the Company.

10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

This clause is not applicable to the Company

11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

Financial Statements have been prepared and signed as per requirement of the aforesaid provisions.

12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the financial year 2020-21, the following change(s) took place in the Directorship/ Management of the Company:

Mr. Takahiro Yamazaki was appointed as an Additional Director of the Company and Mr. Yusuke Hagino resigned from the Directorship of the Company w.e.f. 25th May 2020.

Mr. Takahiro Yamazaki was re-appointed as Whole Time Director of the Company w.e.f. 10th December 2020.

13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

The appointment of statutory auditor of the Company was duly ratified as per applicable provisions of the Companies Act, 2013.



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14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

A Scheme of amalgamation/ arrangement was filed before the NCLT, Chandigarh Bench for merger of Bluejays Realtech Private Limited and P. G. Propmart Private Limited (“Transferor Companies”) with the Company (“Transferee Company”), pursuant to Section 232-234 and other relevant provisions of the Companies Act, 2013 read with rules made thereunder.

NCLT vide its order dated 09.12.2019 allowed the First Motion Application and dispensed with the calling and convening of meetings of shareholders and creditors of applicant Companies. Upon filing of second motion petition, NCLT vide its order dated 28.01.2020, issued direction to serve the notice of the petition to various statutory authorities to seek their consent/ NOC. Accordingly, the Company had sent notices to Registrar of Companies, Regional Director, Official Liquidator, Income Tax and other regulators such as RERA etc. and filed compliance affidavits with NCLT.

Thereafter, NCLT vide its Order dated 22.09.2020 had approved the merger of Bluejays Realtech Private Limited and P. G. Propmart Private Limited (“Transferor Companies”) with the Company (“Transferee Company”).

15. Acceptance/ renewal/ repayment of deposits;

None of the transactions fall under the aforesaid provision.

16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

The company has not taken any loan from its directors, members, public financial institutions, banks and others, during the year under review.

17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the act;

During the year under review the company has not provided any loan, guarantee or investment in terms of Section 186 of the Act.

18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;



**N MADAAN & ASSOCIATES
COMPANY SECRETARIES**

The Company has altered the provision of Memorandum of Association of the Company during the period under review.

**For N Madaan & Associates
Company Secretary**

NITIN Digitally signed by
NITIN MADAAN
MADAAN Date: 2021.11.08
18:02:07 +05'30'

Nitin Madaan

C.P. No. :20664

UDIN: A036368C001378687

**Place:- Bhiwadi
Date: 08-11-2021**

Encl.: a/a

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ANNEXURE A

List of Registers maintained by the Company:

1. Register of Members under Section 88.
2. Register of Directors and Key Managerial Personnel and their Shareholding under Section 170.
3. Register of Share Transfer.
4. Minutes Book of Board and General Meeting.
5. Register of Loan Guarantee, Security and acquisition made by the company under Section 186.
6. Register of Charges.
7. Register of Debenture Holders



ANNEXURE B

FORMS & RETURNS FILED WITH THE REGISTRAR OF COMPANIES

S. No.	Particular of Forms/ Returns Filed	Purpose of Filing	Date of Filing	Whether Filed within prescribed Time	If delay in Filing, whether requisite additional Fees Paid
1.	FORM DIR-12	Appointment and Cessation of Director	03-06-2020	YES	NA
2.	FORM INC-28	Filing of NCLT order with ROC	02-11-2020	YES	NA
3.	FORM MGT-14	Amendment in AOA	04-11-2020	YES	NA
4.	FORM PAS-3	Allotment of securities pursuant to merger	04-11-2020	YES	NA
5.	FORM PAS-3	Allotment of shares pursuant to conversion of CCPS	04-11-2020	YES	NA
6.	FORM MGT-14	Amendment in Capital Clause of MOA	26-11-2020	YES	NA
7.	FORM DIR-12	Re-appointment of Whole time director	14-12-2020	YES	NA
8.	FORM AOC-4	Filing of Balance Sheet and P/L account for the F.Y ending 31.03.2020	22-01-2021	NO	YES
9.	FORM MGT-7	Annual Return for the F.Y ending 31.03.2020	16-02-2021	YES	NA