

KRISUMI CORPORATION PRIVATE LIMITED

FORMERLY KNOWN AS VISION INFRAHEIGHTS PRIVATE LIMITED
(CIN- U70200HR2012PTC064545)

NOTICE

To the Members of Krisumi Corporation Private Limited

Notice is hereby given that the Fifth Annual General Meeting of the Shareholders of M/s Krisumi Corporation Private Limited will be held on Thursday, the 31st day of August, 2017 at 10:30 A.M. at a Shorter Notice at 461-462, Udyog Vihar Phase III, Gurgaon, Haryana- 122016 to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1

ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2017, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March 2017 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon be and are hereby adopted.”

SPECIAL BUSINESS

ITEM NO. 2

TO CONSIDER AND APPOINT NEW STATUTORY AUDITOR TO FILL CASUAL VACANCY

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) approval of Shareholders has been accorded to appoint, M/s. BSR & CO., LLP, (FRN: 101248W/W-100022), Chartered Accountants, Gurgaon, as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of A. Mehra & Co., (FRN: 018744N) Chartered Accountants (existing auditor) and they be remunerated by way of such fee as the Directors may determine.

“FURTHER RESOLVED THAT the directors of the company be and are hereby authorized severally to file necessary return with the Registrar of Companies and take all necessary action to implement the above board resolution.”

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:-companysecretary@krishnagroup.co.in, Telephone No.- 0124-4725017

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ORDINARY BUSINESS

ITEM NO. 3

APPOINTMENT OF STATUTORY AUDITOR AND FIXATION OF REMUNERATION

To appoint the Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. BSR & CO., LLP, Chartered Accountants, Gurgaon, having Firm Registration No. 101248W/W-100022, who was appointed in the Board Meeting dated 31st August 2017 be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of Fifth Annual General Meeting till the conclusion of the tenth consecutive Annual General Meeting of the Company, subject to ratification by members at each annual general meeting, at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS

ITEM NO. 4

TO TAKE ON LEASE FIRST FLOOR OF 461-462 UDYOG VIHAR PHASE 3 GURGAON FROM MR. MOHIT JAIN AND TO ENTER AND EXECUTE THE LEASE AGREEMENT BETWEEN THE COMPANY AND MR. MOHIT JAIN AND CONSUMMATION OF THE TRANSACTIONS THEREUNDER;

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

“RESOLVED THAT, the approval of the shareholders be and hereby accorded to take on lease the First Floor of 461-462 Udyog Vihar Phase 3 Gurgaon (LEASE PROPERTY) from Mr. Mohit Jain, Director of the Company w.e.f. 01.09.2017 and to enter into a lease agreement to be executed by and between the Company (LESSEE) and Mr. Mohit Jain (LESSOR) and consummate the transactions there under on the terms mutually agreed by both the parties subject to the Mutual consent of Mr. Mohit Jain (CEO) and Mr. Yusuke Hagino (Co-CEO) of the Company in regards to a the Lease Property.”

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RESOLVED FURTHER THAT, Directors of the Company, be and are hereby authorized severally to execute, sign, submit the Lease Agreement and other necessary documents as per the requirements for the consummation of the same and are also authorized to execute, sign, submit all the necessary documents, papers, affidavit, letters, agreements, writings, submissions etc. to be submitted by the Company.

By Order of the Board of Directors

For Krisumi Corporation Private Limited

Place:

Date:

Mohit Jain

(Director)

DIN - 00024521

Add: X-44, Green Park Main

New Delhi 110016

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NOTES:

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend the meeting and vote on a Poll, if any, instead of himself/herself and the proxy need not to be a member of the Company. Proxy in order to be effective must be received by the Company at the registered office not less than 48 hours before the scheduled time of the meeting.**
2. Any change in Member's communication address is to be communicated to the Company well in advance.
3. For any investor-related queries, communication may be sent by e-mail to "companysecretary@krishnagroup.co.in".
4. Members are requested to send their queries, if any on the operations of the Company, to reach the Company Secretary at the Company's Registered Office, at least 5 days before the meeting, so that the information can be compiled in advance.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

By Order of the Board of Directors

For Krisumi Corporation Private Limited

Place:

Date:

Mohit Jain

(Director)

DIN - 00024521

Add: X-44, Green Park Main

New Delhi 110016

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

Resolution at Item No. 2:

M/s. A. Mehra & Co.,(FRN: 018744N) Chartered Accountants have resigned from the office of Statutory Auditors of the Company due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Act. Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Board of Directors in this regard. The Board of Directors in their respective meeting held on 31st August 2017 have recommended appointing M/s. BSR & CO., LLP, Chartered Accountants, Gurgaon as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. A. Mehra & Co, Chartered Accountants, New Delhi.

M/s. BSR & CO., LLP, Chartered Accountants, Gurgaon, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested in the said resolution.

Resolution at Item No. 4:

The Company wants to take on lease first floor of the property situated at 461-462 , Udyog Vihar Phase 3, Gurgaon, Haryana-122016. The provision of Section 188 of the Companies act, 2013 applies to the said transaction of Lease as Mr. Mohit Jain (LESSOR) is the director of the Company (LESSEE).

The relevant details as per Explanation No.-3 of Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014, for related party transaction with Mr. Mohit Jain, are provided hereunder:

1. Name of Related Party

Mr. Mohit Jain

2. Name of the director or key managerial personnel who is related, if any

Mr. Mohit Jain

3. Nature of relationship

Director in the Company

4. Nature, Material terms , monetary value and particulars of the contract or arrangement

As per the Lease deed

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5. Any other information relevant or important for the members to take a decision on the proposed resolution.

Nil

Except Mohit Jain, none of the Directors and Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution

In view of the above, the board of directors of the Company recommends the passing of the resolutions set out at Item No. 4 as a **Ordinary Resolution**.

By Order of the Board of Directors

For Krisumi Corporation Private Limited

Place:

Date:

Mohit Jain

(Director)

DIN - 00024521

Add: X-44, Green Park Main

New Delhi 110016

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FORMAT
Form No. MGT-11
Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN: U70200HR2012PTC064545

Name of the Company: **Krisumi Corporation Private Limited**

Registered Office: 3rd Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana-122001

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

I/We, being the Member(s) of _____ Equity Shares and _____ Preference Shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on <<>>, 2017, <<day>>, at<<time>> at its registered office and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of2017.

Signature of shareholder(s)

Signature of Proxy holder(s)

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Resolution No. 2:

Signed this.....day of2017.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 3:

Signed this.....day of2017.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 4:

Signed this.....day of2017.

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

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ROUTE MAP



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ATTENDANCE SLIP

Annual General Meeting : (DAY), the (DATE) day of (MONTH), 2017 at (TIME) at (VENUE)

Regd. Folio No.:

No. of shares held:

I certify that I am a Authorized Representative of the registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 5th Annual General Meeting of the Company on (DAY), the (DATE) day of (MONTH), 2017 at (TIME) at (VENUE).

Member's/~~Proxy's~~ name in Block Letters:

Name of the Authorised Representative:

Member's/ Authorised Representative's/~~Proxy's~~ Signature:

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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