

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 sixth (6th) Annual General Meeting of the members of Krisumi Corporation Private Limited (the "**Company**") is scheduled to be held on Wednesday , 08th August 2018 at 04:00 P.M. at 461-462 Udyog Vihar Phase 3 Gurgaon, Haryana-122016 at a shorter Notice to consider and transact the following business as under:

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, 2018, 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 2018 and the Profit & Loss Account along with Schedules and Notes on Accounts thereto 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 RATIFY THE SECOND AMENDMENT OF THE LEASE DEED ENTERED BY AND BETWEEN VELVET INFRASTRUCTURE PRIVATE LIMITED AND KRISUMI CORPORATION PRIVATE LIMITED

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

"RESOLVED THAT, Second Amendment Agreement of the Lease deed originally entered on 06.06.2016 and first amendment entered as on 06.05.2017 by and between Velvet Infrastructure Private Limited and Krisumi Corporation Private Limited, for extending the tenure of the Lease by 11 months, copy of which was placed before the members for the purpose of identification be and is hereby ratified and taken on record by the members of the company.

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ITEM NO. 3

TO APPOINT MR. YUJI KATO AS THE DIRECTOR OF THE COMPANY

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 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. Yuji Kato, bearing Director Identification number 08164498 be and is hereby appointed as a director of the company w.e.f. Closing Business hours of 08th day of August, 2018..”

RESOLVED FURTHER THAT Director(s) of the Company be and are hereby severally authorized to sign and file Forms as may be necessary with the Ministry of Corporate Affairs and do all acts deeds and things as may be required in this regard.”

ITEM NO. 4

TO APPOINT MR. MASAKI MOROHOSHI AS THE DIRECTOR OF THE COMPANY

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 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. Masaki Morohoshi, bearing Director Identification number 07302404 be and is hereby appointed as a director of the company w.e.f. Closing Business hours of 08th day of August, 2018.”

RESOLVED FURTHER THAT Director(s) of the Company be and are hereby severally authorized to sign and file Forms as may be necessary with the Ministry of Corporate Affairs and do all acts deeds and things as may be required in this regard.”

BY ORDER OF THE BOARD

FOR KRISUMI CORPORATION PRIVATE LIMITED

Yusuke Hagino
(Additional Director)

DIN: 08116297

Add: 505, 4-18-7, Koishikawa

Bunkyo-Ku

Tokyo,

Japan - 1120002

PLACE: GURGAON

DATE:

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

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NOTES:

- (a) A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote on behalf of himself / herself and that proxy need not be a member of the Company.
- (b) In order for the proxies to be effective, the proxy forms duly completed and stamped should reach or must be deposited at the registered office of the Company before the meeting. The proxy form is annexed hereto.
- (c) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
- (d) The route map and attendance slip is annexed hereto.

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution at Item No. 2:

The Company wants to amend the lease deed entered with Velvet Infrastructures Private Limited dated 06.06.2016 which was further amended on 06.05.2017, for taking on lease an area of the property situated at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana-122001 for its Registered office. The provision of Section 188 of the Companies act, 2013 applies to the said transaction of Lease.

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 Velvet Infrastructures Private Limited, are provided hereunder :

1. Name of Related Party

Velvet Infrastructures Private Limited

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

Mr. Ashok Kapur and Mr. Sunandan Kapur

3. Nature of relationship

Mr. Shruti Kapur who is a Shareholder in Velvet Infrastructures Private Limited has the following relationship with the related Directors:

- Mr. Ashok Kapur - Daughter
- Mr. Sunandan Kapur- Sister

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

As per the Lease deed

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

Nil

Except Mr. Ashok Kapur and Mr. Sunandan Kapur, 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. 2 as a **Ordinary Resolution.**

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Resolution at Item No. 3:

Mr. Yuji Kato, aged 50 years holds a degree in Architecture and having a rich industry exposure.

Mr. Yuji Kato, was appointed as a Director in the Company, subject to the approval of shareholders and pursuant to the provisions of Section 152 of the Act. Further the Company has received (i) consent letter in Form DIR-2, pursuant to Sections 152(5) and Rules 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) confirmation of eligibility to be appointed as director in Form DIR-8, pursuant to Sections 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, (“Appointment of Directors Rules”).

The Board is of the view that the appointment of Mr. Yuji Kato on the Company’s Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

Except Yuji Kato, 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. 3 as a **Ordinary Resolution**.

Resolution at Item No. 4:

Mr. Masaki Morohoshi, aged 55 years holds a degree in Architecture and having a rich industry exposure.

Mr. Masaki Morohoshi, was appointed as a Director in the Company, subject to the approval of shareholders and pursuant to the provisions of Section 152 of the Act. Further the Company has received (i) consent letter in Form DIR-2, pursuant to Sections 152(5) and Rules 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) confirmation of eligibility to be appointed as director in Form DIR-8, pursuant to Sections 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, (“Appointment of Directors Rules”).

The Board is of the view that the appointment of Mr. Masaki Morohoshi on the Company’s Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

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Except Masaki Morohoshi, 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

FOR KRISUMI CORPORATION PRIVATE LIMITED

**Yusuke Hagino
(Additional Director)**

DIN: 08116297

Add: 505, 4-18-7, Koishikawa
Bunkyo-Ku
Tokyo,
Japan - 1120002

PLACE: GURGAON

DATE:

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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 _____ holding _____ 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 6th Annual General Meeting of the Company, to be held on _____, 2018, _____, at _____ at _____ and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of2018.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 2:

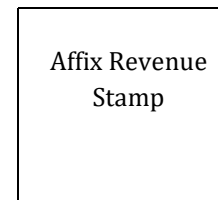
Signed this.....day of2018.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 3:

Signed this.....day of2018.



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Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 4:

Signed this.....day of2018.

Signature of shareholder(s)

Signature of Proxy holder(s)

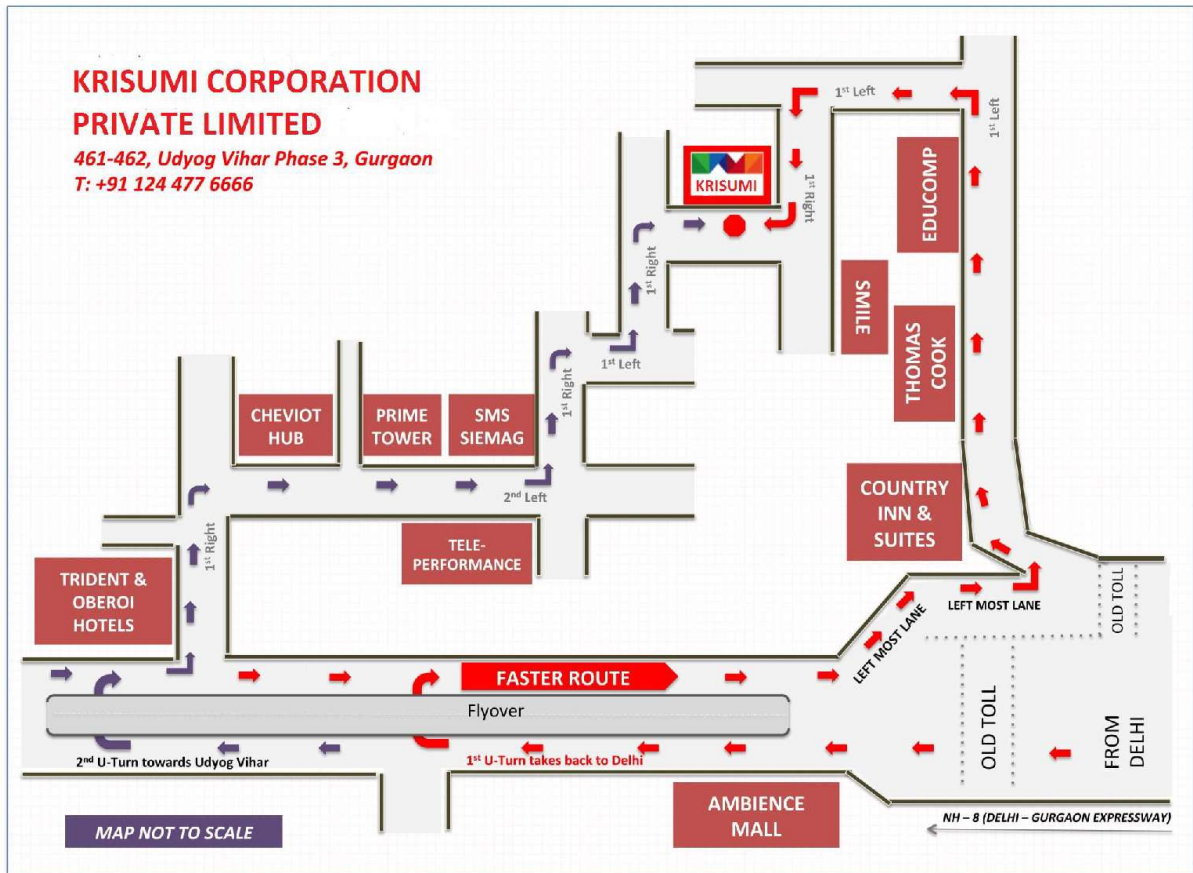
Notes:

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.

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ROUTE MAP

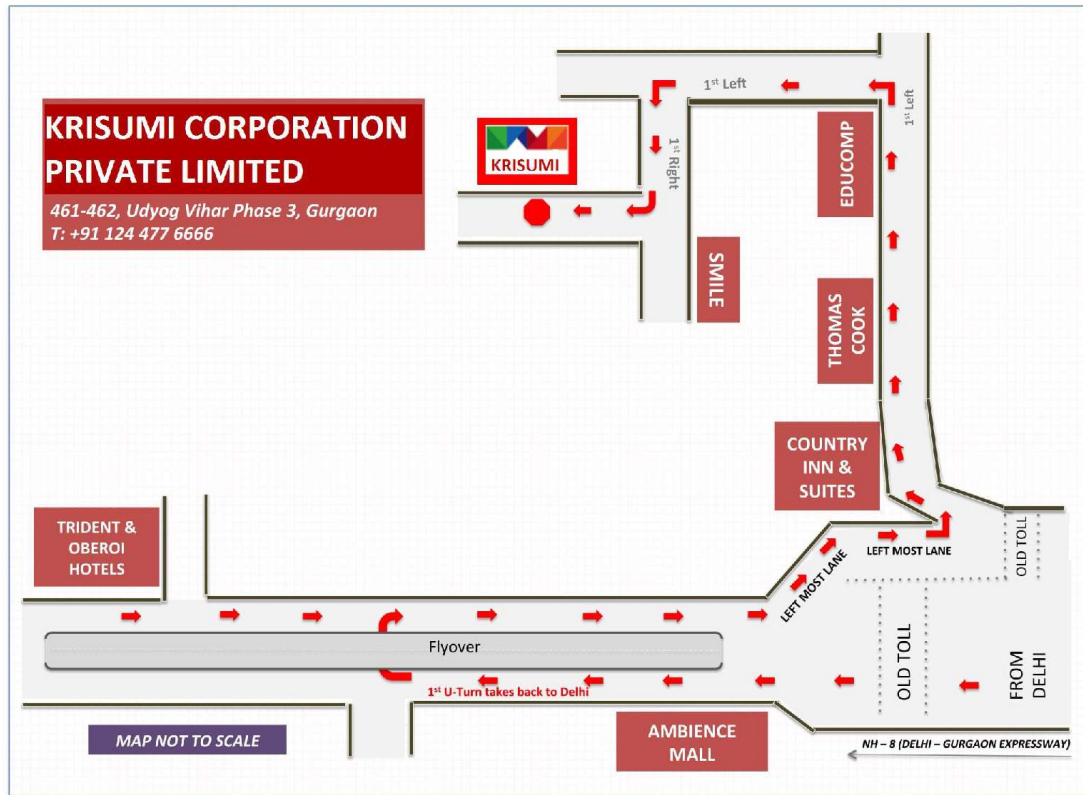


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ROUTE MAP



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ATTENDANCE SLIP

Annual General Meeting: Wednesday, the 08th day of August, 2018 at 04:00 P.M. at 461-462 Udyog Vihar Phase 3 Gurgaon, Haryana-122016

Regd. Folio No.:
No. of shares held:

I certify that I am a registered shareholder/Authorized Representative of the registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 6th Annual General Meeting of the Company on Wednesday, the 08th day of August, 2018 at 04:00 P.M. at 461-462 Udyog Vihar Phase 3 Gurgaon, Haryana-122016

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.