

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 Seventh (7th) Annual General Meeting of the members of Krisumi Corporation Private Limited (the "**Company**") is scheduled to be held on Monday, 23rd day of September 2019 at 06:00 P.M at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana- 122001 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, 2019, 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 2019 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 APPOINT MR. RAM NATARAJAN 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. Ram Natarajan, bearing Director Identification number 00041871 be and is hereby appointed as a director of the company w.e.f. Closing Business hours of 23rd day of September, 2019."

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."

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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ITEM NO. 3

APPROVAL OF THE SCHEME OF AMALGAMATION BY THE EQUITY SHAREHOLDERS OF KRISUMI CORPORATION PRIVATE LIMITED FROM THE NATIONAL COMPANY LAW TRIBUNAL, CHANDIGARH BENCH (“NCLT”)

“RESOLVED THAT members of Krisumi Corporation Private Limited (“Krisumi” or “the Transferee Company”) hereby consent to the Scheme of Amalgamation between Bluejays Realtech Private Limited and P.G. Propmart Private Limited and Krisumi Corporation Private Limited and their respective Shareholders and Creditors (“the Scheme”), under the provisions of Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013, as approved by the Board of Directors of Krisumi and every step, which may be taken by its director or any authorized representative appointed by the Board for the implementation of the said Scheme.

RESOLVED FURTHER THAT the members be and hereby agree with the decision of the Board of Directors of Krisumi to seek dispensation from holding the meeting of the Equity Shareholders under sub-section (1) of Section 232 of the Companies Act, 2013 from the National Company Law Tribunal, Chandigarh Bench (“NCLT”) or such other competent authority, as may be applicable and we would have no objection if it is so dispensed by the NCLT or such other competent authority, as may be applicable.

RESOLVED FURTHER THAT the aforesaid resolution be treated as the consent and agreement of the Company to the said Scheme and any modification that may be made therein by the Board of Directors of Krisumi or the NCLT or such other competent authority, as may be applicable whilst sanctioning the said Scheme under sections 230 to 232 of the Companies Act, 2013.

BY ORDER OF THE BOARD

FOR KRISUMI CORPORATION PRIVATE LIMITED

**Yusuke Hagino
(Whole Time Director)
DIN: 08116297**

**Add: Flat No. 232 M Tower
Park Place DLF Phase 5
Sector 54**

Gurgaon 122002

India

PLACE:

DATE:

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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:

Mr. Ram Natarajan, aged 63 years have a rich industry exposure.

Mr. Ram Natarajan, was appointed as a Additional Director in the Company from the Closing business hours of 25th June 2019. Pursuant to the provisions of Section 152 of the Companies Act, 2013, the company wants to appoint Mr. Ram Natarajan as the director of the Company. In the said regards, 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. Ram Natarajan on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 2 for approval by the members of the Company.

Except Ram Natarajan, 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**.

Resolution at Item No. 3:

The company wants to consider Amalgamation between Bluejays Realtech Private Limited ("Bluejays" or the "transferor company 1") and P.G. Propmart Private Limited ("PGP" or the "transferor company 2") and Krisumi Corporation Private Limited ("Krisumi" or the "transferee company" or "the company") and their respective shareholders and creditors to expand the scope of Business. The draft scheme of amalgamation will be placed before the members for its Approval.

Except Ashok 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.

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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**.

BY ORDER OF THE BOARD

FOR KRISUMI CORPORATION PRIVATE LIMITED

**Yusuke Hagino
(Whole Time Director)**

DIN: 08116297

Add: Flat No. 232 M Tower

Park Place

DLF Phase 5 Sector 54

Gurgaon 122002

India

PLACE:

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

3. Name:

Address: _____

E-mail Id: _____

Signature: _____, or failing him

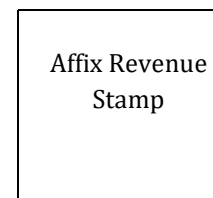
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company, to be held on _____, 2019, _____, at _____ at _____ and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of2019.

Signature of shareholder(s)

Signature of Proxy holder(s)



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Resolution No. 2:

Signed this.....day of2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 3:

Signed this.....day of2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

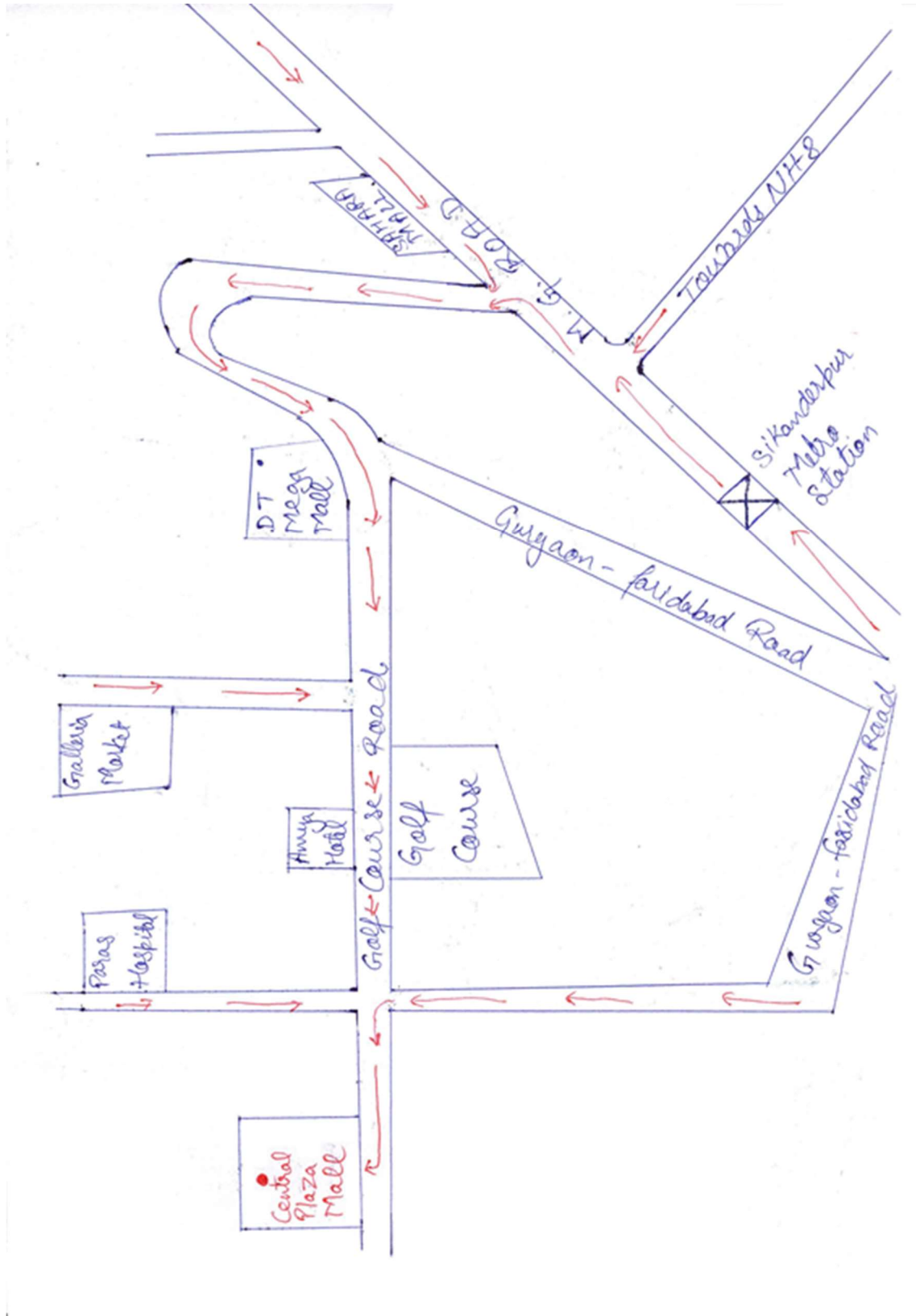
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ROUTE MAP



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ATTENDANCE S`LIP

Annual General Meeting: Monday, the 23rd day of September, 2019 at 06:00 A.M. at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector 53,Gurgaon, Haryana- 122001

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 7th Annual General Meeting of the Company on Monday, the 23rd day of September, 2019 at 06:00 A.M. at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector 53,Gurgaon, Haryana- 122001

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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