

# **KRISUMI CORPORATION PRIVATE LIMITED**

(CIN- U70200HR2012PTC064545)

## **NOTICE**

**NOTICE** is hereby given that the Eighth (8<sup>th</sup>) Annual General Meeting of the members of Krisumi Corporation Private Limited (the "Company") will be held on Friday, 18<sup>th</sup> day of December 2020 at 11:00 A.M at 3<sup>rd</sup> 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 AUDITED FINANCIAL STATEMENTS**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2020 together with 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 financial statements of the Company for the financial year ended 31<sup>st</sup> March 2020 together with the Reports of the Board of Directors and Auditors thereon, which have been circulated amongst the members be and are hereby approved and adopted."

### **SPECIAL BUSINESS:**

#### **ITEM NO. 2**

#### **REGULARISATION OF MR. TAKAHIRO YAMAZAKI AS 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. Takahiro Yamazaki, having DIN: 08739816, who was appointed as an Additional Director with effect from May 25, 2020 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

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**RESOLVED FURTHER THAT** Mr. Takahiro Yamazaki shall hold office as Co-CEO and Whole Time Director of the Company for 4 (four) years w.e.f. 07.10.2020 on such terms and conditions as set out in the employment contract executed by the Company with him and approved by the Board.

**RESOLVED FURTHER THAT** any of the director of the Company or Company Secretary, be and are hereby severally authorized to sign and file e-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. 3**

### **APPROVAL TO PURCHASE N-95 MASKS FROM M/S. COMFORT TRIMS PRIVATE LIMITED**

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

**"RESOLVED THAT** pursuant to Section 188 of the Companies Act 2013 (the "Act") or rules made thereunder or any other applicable provisions of the Act, including any statutory modification or re-enactment thereof, consent of the members of the Company be and is hereby accorded to purchase 2,000 quantity of N-95 masks w/o valve from M/s. Comfort Trims Private Limited on such terms and conditions as placed before the Board.

**RESOLVED FURTHER THAT** the directors of the Company and Mr. Akash Khurana, Authorized Signatory, be and are hereby severally authorized to negotiate, finalize and execute all related documents for and on behalf of the Company and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above said resolution."

**BY ORDER OF THE BOARD  
FOR KRISUMI CORPORATION PRIVATE LIMITED**

SD/-

**JAIRAJ VIKAS VERMA  
COMPANY SECRETARY  
M. NO. F10542**

**PLACE: GURUGRAM  
DATE: 10.12.2020**

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## **NOTES:**

- (a) Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority letter, as applicable
  
- (b) Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
  
- (c) The Notice of Annual General Meeting along with the Attendance Slip and Proxy Form, are attached with the notice
  
- (d) Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hour.
  
- (e) The route map is annexed hereto.

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## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Resolution at Item No. 2:**

Mr. Takahiro Yamazaki, was appointed as an Additional Director on the Board of the Company on 25<sup>th</sup> May 2020. Subsequently, the Board has appointed him as Whole Time Director of the Company for 4 (four) years w.e.f. 07.10.2020. Pursuant to the provisions of Section 152 of the Companies Act, 2013, the Company wants to regularize his said appointment. In this regard, the Company has already 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. Takahiro Yamazaki 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 Mr. Takahiro Yamazaki, 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 an **Ordinary Resolution**.

### **Resolution at Item No. 3:**

The Company intends to purchase N-95 masks w/o valve from M/s. Comfort Trims Private Limited, for distribution in its employees/channel partners/other stakeholders etc.

Since M/s. Comfort Trims Private Limited is a related party to the Company and the amount involved in the said proposed transaction is exceeding the threshold limits as defined under sub rule 3 of rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014. Thus, prior approval of members of the Company by way of passing Ordinary Resolution is also required.

The necessary disclosures as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are mentioned hereunder:

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<b>S. No.</b>	<b>Particulars</b>	<b>Remarks</b>
1	Name of the related party	M/s. Comfort Trims 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. Ashok Kapur, Director and Mrs. Arti Kapur (Wife of Mr. Ashok Kapur and mother of Mr. Sunandan Kapur, Director of the Company) are the shareholders in M/s. Comfort Trims Private Limited.
4	Nature, material terms, monetary value and particulars of contract or arrangement	Nature - Transaction to purchase N-95 masks w/o valves from M/s. Comfort Trims Private Limited. Payment term - 30 days Amount - Rs. 1,00,800 (including GST @12%)
5	Any other information relevant or important for the members to take decision on the proposed resolution	None

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 an **Ordinary Resolution**.

**BY ORDER OF THE BOARD  
FOR KRISUMI CORPORATION PRIVATE LIMITED**

**JAIRAJ VIKAS VERMA  
COMPANY SECRETARY  
M. NO. F10542**

**PLACE: GURUGRAM**

**DATE: 10.12.2020**

# **KRISUMI CORPORATION PRIVATE LIMITED**

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## **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

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Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

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I/We, being the Member(s) of \_\_\_\_\_ holding \_\_\_\_\_ Equity 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 8<sup>th</sup>  
Annual General Meeting of the Company, to be held on Friday, 18<sup>th</sup> day of December 2020 at  
11:00 A.M at 3<sup>rd</sup> Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana-

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Regd. office: 3<sup>rd</sup> 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, Website: www.krisumi.com

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122001 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

## **Resolution No. 1:**

Signed this.....day of .....2020.

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix Revenue  
Stamp

## **Resolution No. 2:**

Signed this.....day of .....2020.

Signature of shareholder(s)

Signature of Proxy holder(s)

## **Resolution No. 3:**

Signed this.....day of .....2020.

Signature of shareholder(s)

Signature of Proxy holder(s)

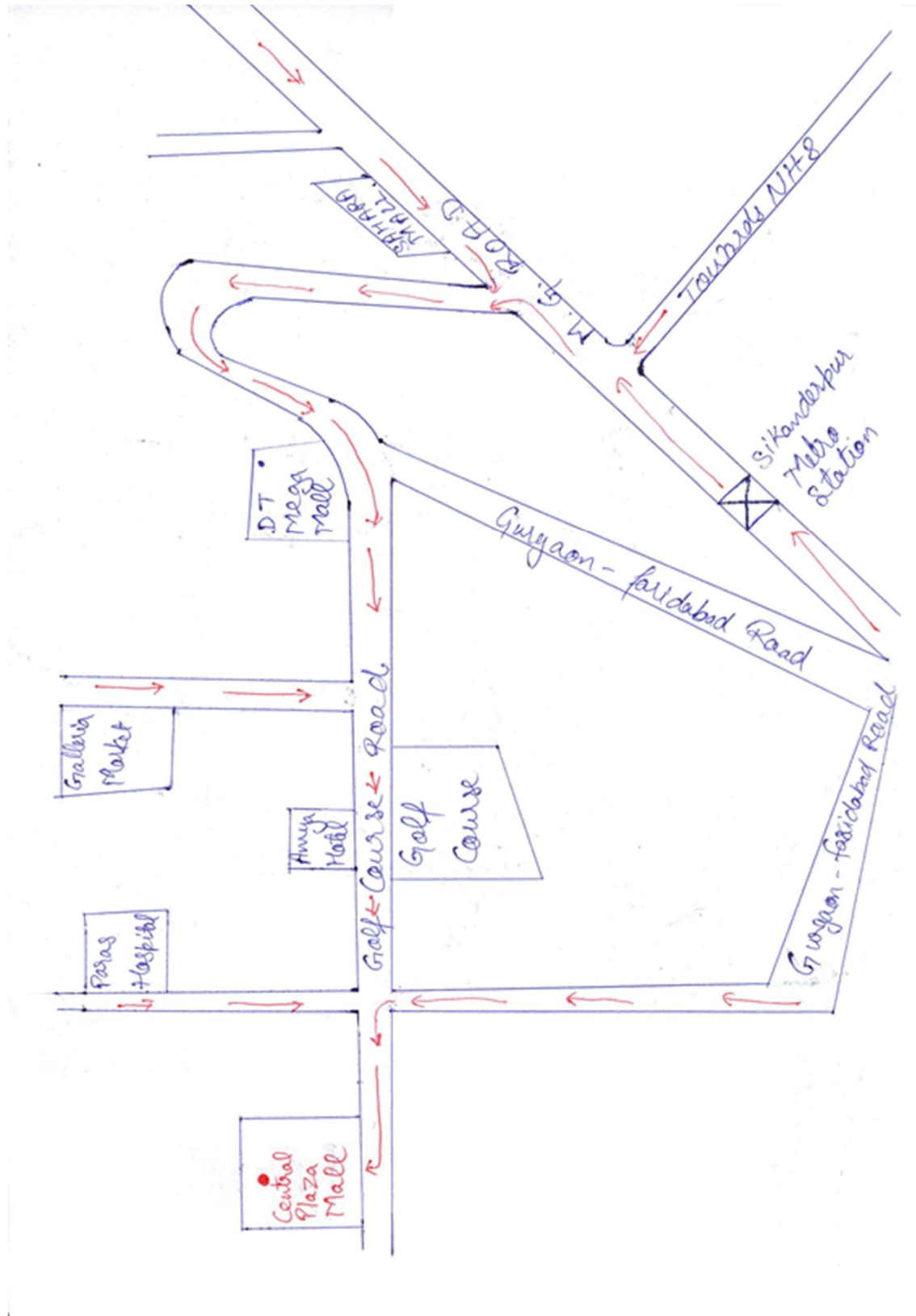
## **Notes:**

**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.**

# KRISUMI CORPORATION PRIVATE LIMITED

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## ROUTE MAP





# **KRISUMI CORPORATION PRIVATE LIMITED**

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## **ATTENDANCE S`LIP**

**Annual General Meeting:** Friday, 18<sup>th</sup> day of December 2020 at 11:00 A.M at 3<sup>rd</sup> 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 8<sup>th</sup> Annual General Meeting of the Company on Friday, 18<sup>th</sup> day of December 2020 at 11:00 A.M at 3<sup>rd</sup> 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.*