

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

NOTICE

NOTICE is hereby given that the Nineth (9th) Annual General Meeting of the members of Krisumi Corporation Private Limited (the "Company") will be held on Friday, 24th day of September 2021 at 03:30 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 AUDITED FINANCIAL STATEMENTS

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2021 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 31st March 2021 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. TAKURO HORIKOSHI 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 all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company, Mr. Takuro Horikoshi, having DIN: 09102449, who was appointed as an Additional Director with effect from June 11, 2021 on the Board of the Company in terms of Section 161

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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.

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

REGULARISATION OF MS. MINAKO SAKUMA 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 all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company, Ms. Minako Sakuma, having DIN: 09186144, who was appointed as an Additional Director with effect from June 11, 2021 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.

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. 4

REGULARISATION OF MR. MOHIT JAIN 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 all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the relevant rules made thereunder (including any statutory modification(s) or re-enactment

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thereof for the time being in force) and the provisions of the Articles of Association of the Company, Mr. Mohit Jain, having DIN: 00024521, who was appointed as an additional director with effect from September 24, 2021 by the Board of Directors of the Company at their meeting held on September 24, 2021 and who holds office as such up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the appointment of Mr. Mohit Jain as a Managing Director of the Company for a period of 5 (five) years commencing from September 24, 2021, on a total Cost to Company (CTC) of Rs. 2,00,00,000/- per annum plus Company provided accommodation, electricity, and security charges upto a maximum of Rs. 1,00,00,000/- per annum on actual, and on such terms and conditions as set out in the employment contract/agreement as may be 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. 5

RATIFICATION/APPROVAL OF TRANSACTION ENTERED WITH MR. BRIJ MOHAN KAPUR FOR SALE OF 4 (FOUR) UNITS IN COMPANY’S PROJECT “WATERFALL RESIDENCES”

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 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for ratification of transaction entered with Mr. Brij Mohan Kapur for sale of 4 (four) units in Company’s project “Waterfall Residences” located at Sector 36A, Gurgaon, Haryana – 122004, on such terms and conditions as approved by 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,

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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: 24.09.2021

NOTES:

1. 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
2. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of anybody corporate which is a shareholder of the Company, unless a certified copy of the resolution appointing him/her as duly authorized representative has been deposited at the Registered Office of the Company before the commencement of the meeting.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the meeting, is annexed hereto.
4. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all days except Saturdays and Sunday, up to and including the date of the Annual General Meeting.
5. Members can inspect the register of director and key managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the meeting at the venue.
6. To prevent fraudulent transaction, members are advised to exercise due diligence and notify the Company of any change in address of demise of any member as soon as possible.

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7. The route map is annexed hereto.
8. For any investor-related queries, communication may be sent by e-mail to “secretarial@krisumi.com”.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution at Item No. 2:

Mr. Takuro Horikoshi, was appointed as an Additional Director on the Board of the Company w.e.f. 11.06.2021. 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. Takuro Horikoshi 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. Takuro Horikoshi, 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:

Ms. Minako Sakuma, was appointed as an Additional Director on the Board of the Company w.e.f. 11.06.2021. 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”).

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The Board is of the view that the appointment of Ms. Minako Sakuma 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 Ms. Minako Sakuma, 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 an **Ordinary Resolution**.

Resolution at Item No. 4:

Mr. Mohit Jain was appointed as an Additional Director and designated as a Managing Director on the Board of the Company w.e.f. 24.09.2021. 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. Mohit Jain on the Company's Board as a Managing 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.

Except Mr. Mohit Jain and Mr. 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.

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 an **Ordinary Resolution**.

Resolution at Item No. 5:

The members are informed that the Company has entered a transaction for sale of 4 (four) units in its project "Waterfall Residences" located at Sector 36A, Gurgaon, Haryana - 122004,

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to with Mr. Brij Mohan Kapur, who is a relative of Mr. Ashok Kapur, a director of the Company.

Since Mr. Brij Mohan Kapur is a related party to the Company as per the provisions of Section 2(76) of the Companies Act, 2013, consent of the Board of Directors of the Company has already been sought.

Further, 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, 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:

S. No.	Particulars	Remarks
1	Name of related party and nature of relationship	Mr. Brij Mohan Kapur. He is a relative of Mr. Ashok Kapur, a director of the Company.
2	The nature, duration of the contract and particulars of contract or arrangement	Sale of 4 (four) units in project "Waterfall Residences" located at Sector 36A, Gurgaon, Haryana - 122004, to Mr. Brij Mohan Kapur.
3	The material terms of the contract or arrangement including the value, if any	Material Terms: As per agreement which shall be placed before the Board. Total value: Rs. 7,52,99,982/- (excluding charges of stamp duty and registration fee on conveyance deed)
4	Any advance paid or received for the contract or arrangement, if any	Rs. 73,95,192/- has been received against booking amount.
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The prices and other terms are determined on arm length's basis.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the	Yes

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	rationale for not considering those factors	
7	Any other information relevant or important for the Board to take decision on the proposed transaction	None

In view of the above, the board of directors of the Company recommends the passing of the resolutions set out at Item No. 5 as an **Ordinary Resolution**.

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

Sd/-

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

PLACE: GURUGRAM

DATE: 24.09.2021

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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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

I/We, being the Member(s) of _____ holding _____ Equity Shares of the
abovenamed Company, hereby appoint

1. 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 9th
Annual General Meeting of the Company, to be held on 24th day of September 2021 at
03:30 P.M. at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana-
122001 and at any adjournment thereof in respect of such resolutions as are indicated
below:

Ordinary Business
1. Adoption of Audited Financial Statements
Special Business
2. Regularization of Mr. Takuro Horikoshi as Director of the Company
3. Regularization of Ms. Minako Sakuma as Director of the Company
4. Regularization of Mr. Mohit Jain as Director of the Company
5. Ratification/Approval of transaction entered with Mr. Brij Mohan Kapur for Sale of 4 (Four) units in Company's Project "Waterfall Residences"

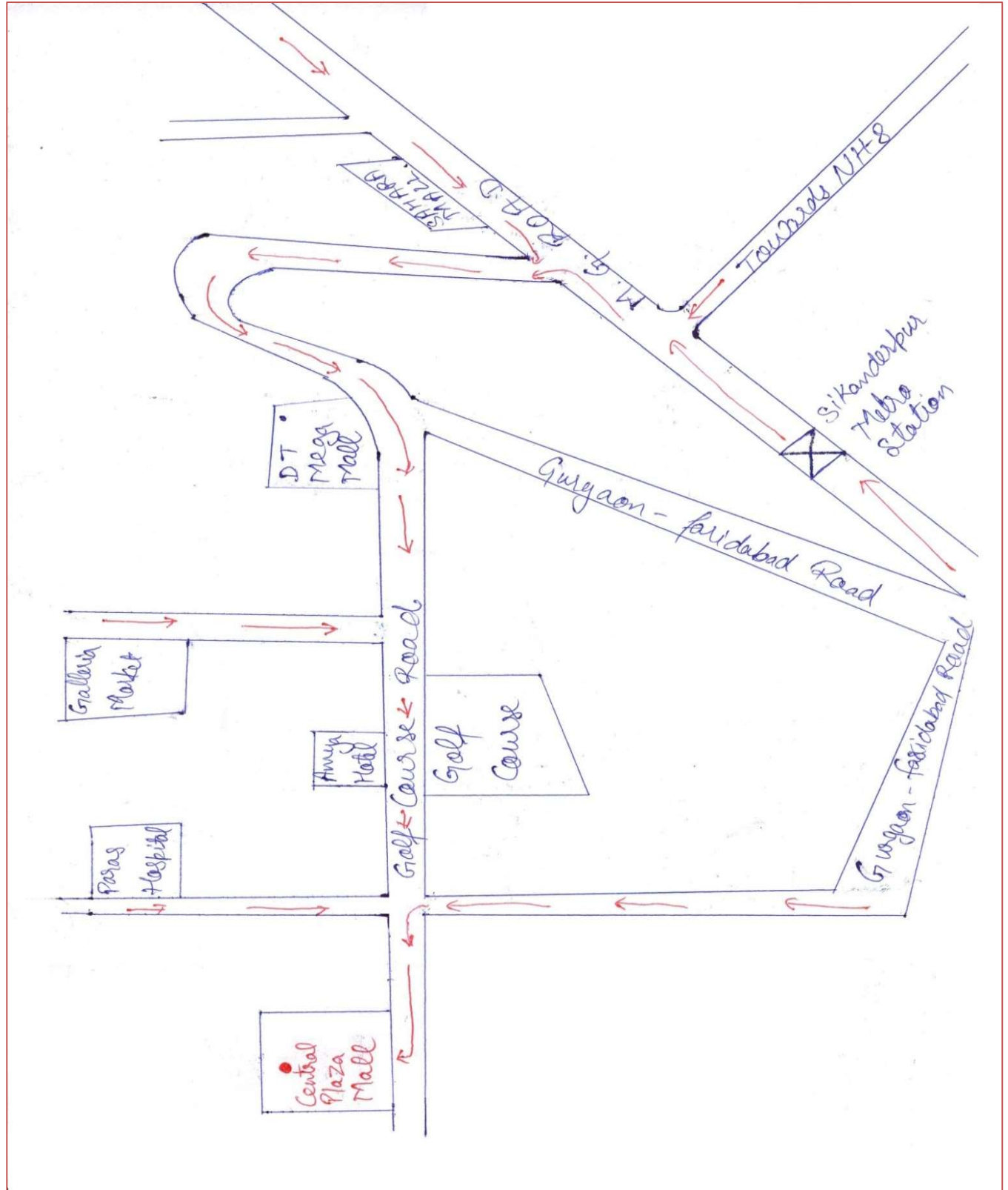
Signed this..... day of..... 20.....
Signature of shareholder

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ROUTE MAP TO THE AGM VENUE

(Landmark: Near Golf Course)



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ATTENDANCE S`LIP

Annual General Meeting: Friday, 24th day of September 2021 at 03:30 P.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 9th Annual General Meeting of the Company on Friday, 24th day of September 2021 at 03:30 P.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.