

KRISUMI CORPORATION PRIVATE LIMITED

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

NOTICE OF 14th EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 14th Extra-ordinary General Meeting of the members of Krisumi Corporation India Private Limited (Formerly known as Vision Infraheights Private Limited) is scheduled to be held at on Tuesday, the 23rd day of April, 2019 at 05:00 P.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurugram – 122001, Haryana, India at a shorter Notice to consider and transact the following business as under:

SPECIAL BUSINESS:

- 1. TO OFFER AND RECORD THE NAME OF (I) SUMITOMO CORPORATION (“SUMITOMO”) AS THE OFFEREE OF 1,25,000 (ONE LAKH TWENTY FIVE THOUSAND) COMPULSORILY CONVERTIBLE DEBENTURES (“CCDs”) AND (II) BLUEJAYS REALTECH PRIVATE LIMITED (“BLUEJAYS”) AS THE OFFEREE OF 1,25,000 (ONE LAKH TWENTY FIVE THOUSAND) OPTIONALLY CONVERTIBLE DEBENTURES (“OCDs”) AND TO APPROVE THE DRAFT OFFER LETTER IN FORM PAS-4 TO BE ISSUED TO SUMITOMO AND BLUEJAYS (“OFFEREEES”);**

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

I. Offer of CCDs to Sumitomo

“RESOLVED THAT pursuant to the provisions of Sections 62, 71 and 42 of the Companies Act, 2013 and the Companies Amendment Act, 2017 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 and amendments thereunder and other applicable provisions of the Companies Act, 2013 and the Companies Amendment Act, 2017, including amendments thereto, and all applicable rules, regulations and guidelines issued by the Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 or any other authority and in accordance with the provisions of the Articles of Association of the Company, the consent of the member be and is hereby accorded to offer 1,25,000 (One Lakh Twenty Five Thousand) CCDs of face value INR 100 (Indian Rupees One Hundred only) each, at a price based on the valuation reports dated 26.02.2019, aggregating to INR 1,25,00,000 (Indian Rupees One Crore Twenty Five Lakh only) to the proposed Offeree by way of private placement as under:

S. No.	Name of the Allottee(s)	No. of CCDs of face value INR 100 each	Amount (INR)
1.	Sumitomo Corporation	1,25,000	1,25,00,000

RESOLVED THAT the draft offer letter in Form PAS - 4 (“**Offer Letter**”), as required under the provisions of Sections 42 of the Companies Amendment Act, 2017 (including any statutory

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modifications(s) or re-enactment(s) thereof, for the time being in force) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, as amended from time to time, for the offering and issuance of 1,25,000 (One Lakh Twenty Five Thousand) CCDs of face value of INR 100 (Indian Rupees One Hundred only) each aggregating to INR 1,25,00,000 (Indian Rupees One Crore Twenty Five Lakh only) (“Offer”), by way of private placement as approved and taken on record by the Board, be and is hereby approved by the members of the Company.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to make any corrections, amendments, deletions, additions in the Offer Letter relating to the proposed Offer, to give any information, explanation, declaration and confirmations as may be required by the concerned authorities.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to negotiate, deal with and finalize the terms & conditions of issue of such CCDs with the relevant Offeree and also to execute, sign all other documents & papers for & on behalf of the Company as they deem fit and proper, with respect to the issuance of such CCDs.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the directors of the Company be and are hereby authorized severally to do all such acts, deeds, matters, and things or to take such actions and to give all such directions, as may be necessary or desirable/ and expedient for such purpose and sign, file the requisite forms with the office of Registrar of Companies (ROC) and Reserve Bank of India (RBI) as may be required in this regard.”

II. Offer of OCDs to Bluejays

“**RESOLVED THAT** pursuant to the provisions of Sections 62, 71 and 42 of the Companies Act, 2013 and the Companies Amendment Act, 2017 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 and amendments thereunder and other applicable provisions of the Companies Act, 2013 and the Companies Amendment Act, 2017, including amendments thereto, and in accordance with the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to offer 1,25,000 (One Lakh Twenty Five Thousand) OCDs of face value INR 100 (Indian Rupees One Hundred only) each, at a price based on the valuation reports dated 26th February, 2019, aggregating to INR 1,25,00,000 (Indian Rupees One Crore Twenty Five Lakh only)) to the proposed Offeree by way of private placement as under:

S. No.	Name of the Allottee(s)	No. of OCDs of face value INR 100 each	Amount (INR)
1.	Bluejays Realtech Private Limited	1,25,000	1,25,00,000

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RESOLVED THAT the draft offer letter in Form PAS - 4 (“**Offer Letter**”), as required under the provisions of Sections 42 of the Companies Amendment Act, 2017 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, as amended from time to time, for the offering and issuance of 1,25,000 (One Lakh Twenty Five Thousand) OCDs of face value of INR 100 (Indian Rupees One Hundred only) each aggregating to INR 1,25,00,000 (Indian Rupees One Crore Twenty Five Lakh only) (“**Offer**”), by way of private placement as approved by the and taken on record by the Board, be and is hereby approved by the members of the Company.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to make any corrections, amendments, deletions, additions in the Offer Letter relating to the proposed Offer, to give any information, explanation, declaration and confirmations as may be required by the concerned authorities.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to negotiate, deal with and finalize the terms & conditions of issue of such OCDs with the relevant Offeree and also to execute, sign all other documents & papers for & on behalf of the Company as they deem fit and proper, with respect to the issuance of such OCDs.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the directors of the Company be and are hereby authorized severally to do all such acts, deeds, matters, and things or to take such actions and to give all such directions, as may be necessary or desirable/ and expedient for such purpose and sign, file the requisite forms with the office of Registrar of Companies (ROC) and Reserve Bank of India (RBI) as may be required in this regard.”

ITEM NO. 2: TO RATIFY ALL PREVIOUS ALLOTMENTS MADE UNDER COMPANIES ACT, 2013

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

“**RESOLVED THAT** the consent of the Members be and is hereby accorded for approving the ratification of each of the allotments of securities made by the Company to Sumitomo Corporation and Bluejays Realtech Private Limited as preferential offer on a private placement basis under Sections 71, 62(1)(c) and 42 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the relevant rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to the abovementioned resolution, any of the Directors of the Company, be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable, sign and execute all necessary documents, applications, and remove any difficulties arising in relation thereto.”

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ITEM NO. 3: TO RATIFY AND TAKE ON RECORD THIRD AMENDMENT OF THE LEASE DEED DATED 03RD FEBRUARY 2019 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 pursuant to the Clause 1.2 of the Lease deed entered by and in between M/s Velvet Infrastructure Private Limited (herein referred to as "Lessor") and M/s Krisumi Corporation Private Limited (herein referred to as "Lessee") dated 06th June 2016 which was further amended on 06.05.2017 and 05.04.2018, approval of the members of the company be and is hereby accorded for the ratification of the amended Lease deed for extending the tenure of the Lease by 11 months with effect from 04rd March, 2019 to 03rd February 2020.

"RESOLVED FURTHER THAT, Directors of the Company be and is hereby severally authorized to negotiate, finalize and execute the Third Amendment Deed to the aforesaid Lease Deed and all related documents for and on behalf of the Company to be executed with Velvet Infrastructure Private Limited 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 borrowing by the Company."

**For and on behalf of the Board of Directors of
Krisumi Corporation Private Limited**

Sd/-

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

Date: 23.04.2019

Place: Gurugram

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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 Extra Ordinary 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.

KRISUMI CORPORATION PRIVATE LIMITED

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

Special Business:-

Item No. 1:

The Company is contemplating offering following Securities:

- (i) 1,25,000 (One Lakh Twenty Five Thousand) CCDs of face value INR 100 (Indian One Rupees Hundred only) each to Sumitomo Corporation (SUMITOMO OFFER); and
- (ii) 1,25,000 (One Lakh Twenty Five Thousand) OCDs of face value INR 100 (Indian One Rupees Hundred only) each to Bluejays Realtech Private Limited (BLUEJAYS OFFER);

by way of an offer letter ("**Offer Letter**") which shall be prepared by the Board as per the provisions of the Companies Amendment Act, 2013 and the rules enacted thereunder ("**Offer**").

The justification for the price of the CCDs and OCDs offered hereunder is set out in the valuation report prepared by (i) Madhvi Takiar Sehgal (Registered valuer) and (ii) Nayyar Maniar Sharma & Associates LLP (Chartered Accountant)

The relevant details as per the applicable Rule of the Companies (Share capital and Debentures) Rules, 2014 and Companies (Share capital and Debentures) Second Amendment Rules, 2018, of CCDs and OCDs proposed to be issued and other material facts in connection thereto are provided hereunder.

1. The object of the issue:

The proceeds proposed to be raised in terms of the Offer will be utilized to fund immediate operational expenses.

2. Size of the proposed issue of CCD and OCD

Number of Debenture	Type	Name of the offeree(s)	Nominal value of Shares	Price per Debenture	Total amount sought to be raised
1,25,000	CCDs	Sumitomo Corporation	INR 100 (Indian Rupees Hundred only)	INR 100 (Indian Rupees Hundred only)	1,25,00,000
1,25,000	OCDs	Bluejays	INR 100	INR 100	1,25,00,000

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		Realtech Private Limited	(Indian Rupees Hundred only)	(Indian Rupees Hundred only)	
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3. The price at which the CCDs and OCDs are proposed to be offered and allotted:

The CCD and OCD shall be offered at a per share price of INR 100 (Indian Rupees Hundred only) (“**Issue Price**”).

4. Basis on which the price has been arrived:

The Issue Price is based on the valuation report dated 26.02.2019 (“**Valuation Report**”) submitted by Madhvi Takiar Sehgal (Registered valuer), the registered valuer.

5. Relevant date with reference to which the price has been arrived at:

Relevant date for the purpose of issue price is 25.02.2019 as mentioned in valuation report dated 26.02.2019

6. To whom the allotment is proposed to be made:

- The offer for the issuance of the CCDs is being made to Sumitomo Corporation.
- The offer for the issuance of the OCDs is being made to Bluejays Realtech Private Limited.

7. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

None of the directors, promoters and key managerial persons is being offered CCDs and OCDs in the Offer.

8. Offer Period:

The Offer for issue of the CCDs and OCDs will be valid for a period of 30 (Thirty) days from the date of issue of the Offer Letter and will lapse on the Offer Closing Date (as defined in the Offer Letter), within which period Sumitomo and Bluejays are required to submit their acceptance to subscribe to the entitled securities in whole, failing which the Offer will be deemed to have been rejected.

The CCDs will be allotted to Sumitomo Corporation, within a maximum period of 60 (Sixty) days from the date of receipt of the subscription amount from Sumitomo.

The CCDs will be allotted to Bluejays Realtech Private Limited, within a maximum period of 60 (Sixty) days from the date of receipt of the subscription amount from Bluejays.

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9. **The change in control, if any, in the Company that would occur consequent to the preferential offer:**

NIL

10. **The number of persons/entities to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Nil

11. **The justification for the allotment proposed to be made for consideration other than cash, together with the valuation report of the registered valuer:**

No allotments under the Offer are being made for consideration other than cash.

12. **(a) Shareholding pattern of the Company for the Class A equity shares of Rs. 10/- each:**

		<i>Pre-Issue</i>		<i>Post-Issue</i>	
		No. of shares held *	% of shareholding*	No. of shares held*	% of shareholding*
A	Promoters' holding:				
1	Indian:				
	Individual	136	1	136	1
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution :	-	-	-	-
	Private Corporate Bodies	6,621	49%	6,621	49%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others - Foreign Company	6,757	50%	6,757	50%

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	Sub Total(B)	13,514	100%	13,514	100%
	Total	13,514	100%	13,514	100%

(b) Shareholding pattern of the Company for the Class B and Class C equity shares of Rs. 100/- each :

		<i>Pre-Issue</i>		<i>Post-Issue</i>	
		No. of shares held *	% of shareholding*	No. of shares held*	% of shareholding*
A	Promoters' holding:				
1	Indian :				
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution :	-	-	-	-
	Private Corporate Bodies	50,000	50%	50,000	50%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others - Foreign Company	50,000	50%	50,000	50%
	Sub Total(B)	1,00,000	100%	1,00,000	100%
	Total	1,00,000	100%	1,00,000	100%

13. Others:

None of the directors, promoters or other key managerial personnel are interested in the Offer except Mr. Ashok Kapur, the director of the Company is the majority shareholder of the offerree i.e. Bluejays Realtech Private Limited.

In view of the above, the board of directors of the Company recommends the passing of the resolutions set out at Item No. 1 as a **Special Resolution**.

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ITEM NO. 2

The Chairman should apprise the members that pursuant to the provisions of Sections 62, 71 and 42 of the Companies Act, 2013 other applicable provisions of the Act and Rules made thereunder and any amendment thereto and subject to the provisions of Articles of Associations, the company has allotted the following Securities to Sumitomo Corporation and Bluejays Realtech Private Limited till date:

1. Class A Equity Shares
2. Class B Equity Shares
3. Class C Equity Shares
4. CCD
5. OCD

The Chairman shall further apprise the members that the company wants to ratify and take on all the allotments done till date for the Good Corporate Governance.

None of the directors, promoters or other key managerial personnel are interested in the Offer .

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**.

ITEM NO. 3

The Company wants to amend the lease deed entered with Velvet Infrastructures Private Limited originally dated 06.06.2016 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

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Mrs. Arti Kapur is a Shareholder in Velvet Infrastructures Private Limited has the following relationship with the related Directors:

- Mr. Ashok Kapur - Wife
- Mr. Sunandan Kapur- Mother

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. 3 as **Ordinary Resolution**.

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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: Kriusmi Corporation Private Limited (Formerly Known as Vision Infraheights 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 of the above named 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 Extra-Ordinary General Meeting of the Company, to be held on Tuesday, the 23rd day of April, 2019 at 05:00 P.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurugram – 122001, Haryana and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of April, 2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 2:

Signed this.....day of April, 2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 3:

Signed this.....day of April, 2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

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ROUTE MAP



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NOTICE OF 15th EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 15th Extra-ordinary General Meeting of the members of Krisumi Corporation Private Limited (Formerly known as Vision Infraheights Private Limited) is scheduled to be held at on Friday, the 26th day of April, 2019 at 05:00 P.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurugram – 122001, Haryana, India at a shorter Notice to consider and transact the following business as under:

SPECIAL BUSINESS:

Item No. 1 To increase the authorized share capital of the company and amend the capital clause of MOA

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013 and rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the memorandum of association and articles of association of the Company, the consent of the members be and is hereby given for the increase in the authorized share capital of the Company from the existing INR 1,11,50,000 (Rupees One Crore Eleven Lakh and Fifty Thousand) divided into 15,000 (fifteen thousand) Class A Equity Shares of INR 10 (Rupees Ten) each, 55,000 (fifty five thousand) Class B Equity Shares of INR 100 (Rupees One Hundred) each and 55,000 (fifty five thousand) Class C Equity Shares of INR 100 (Rupees One Hundred) each to INR 2520,00,00,000 (Rupees Two Thousand Five Hundred Twenty Crore) divided into 200,00,00,000 (two hundred crore) Class A Equity Shares of INR 10 (Rupees Ten) each, 10,00,000 (ten lakh) Class B Equity Shares of INR 100 (Rupees One Hundred) each, 10,00,000 (ten lakh) Class C Equity Shares of INR 100 (Rupees One Hundred) each, and 50,00,00,000 (fifty crore) preference shares of INR 10 (Rupees Ten) each.

RESOLVED FURTHER THAT consequent to the increase of the authorized share capital of the Company, the members of the Company be and hereby approve substitution of the existing Clause V of the Memorandum of Association of the Company with the following:

V. The Authorized Share Capital of the Company is INR 2520,00,00,000 (Rupees Two Thousand Five Hundred Twenty Crore only) divided into following class of shares:

- (i) 200,00,00,000 (two hundred crore) Class A Equity Shares of INR 10 (Rupees Ten) each, which shares shall be akin to ordinary equity shares (under the Companies Act, 2013) not carrying any differential voting and economic rights;

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- (ii) 10,00,000 (ten lakh) Class B Equity Shares of INR 100 (Rupees One Hundred) each, having such differential voting and economic rights as prescribed under the Articles of Association of the Company from time to time;
- (iii) 10,00,000 (ten lakh) Class C Equity Shares of INR 100 (Rupees One Hundred) each, having such differential voting and economic rights as prescribed under the Articles of Association of the Company from time to time; and
- (iv) 50,00,00,000 (fifty crore) preference shares of INR 10 (Rupees Ten) each, having such rights and obligations as prescribed under the Articles of Association of the Company from time to time.

RESOLVED FURTHER THAT any Directors of the Company, be and is hereby authorized severally for and on behalf of the Company, to undertake such acts, deeds and matters as may be necessary or desirable in connection with or incidental to giving effect to the purpose and intent of the above resolution, including but not limited to making requisite filings with the Registrar of Companies, NCT of Delhi & Haryana that is required to give effect to the aforesaid amendment to Clause V of the Memorandum of Association of the Company, and removing any difficulty arising in relation thereto.”

**For and on behalf of the Board of Directors of
Krisumi Corporation Private Limited**

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

Date: 26.04.2019
Place: Gurugram

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

KRISUMI CORPORATION PRIVATE LIMITED

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

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 authorized 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 authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (c) The Notice of Extra Ordinary 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.

KRISUMI CORPORATION PRIVATE LIMITED

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

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Special Business:-

Item No. 1:

The members are hereby informed that at present, the authorized share capital of the Company is Rs. 1,11,50,000 (Rupees One Crore Eleven Lakh Fifty Thousand only) which is classified under Class A, Class B and Class C. The Company is considering to increase its capital base to meet its capital requirements by creating additional equity share capital and preference share in the Company.

In view of aforesaid, it would be required to increase the present authorized share capital by creating additional equity shares and Preference Shares. It is therefore proposed to increase the authorized share capital from existing INR 1,11,50,000 (Rupees One Crore Eleven Lakh and Fifty Thousand) divided into 15,000 (fifteen thousand) Class A Equity Shares of INR 10 (Rupees Ten) each, 55,000 (fifty five thousand) Class B Equity Shares of INR 100 (Rupees One Hundred) each and 55,000 (fifty five thousand) Class C Equity Shares of INR 100 (Rupees One Hundred) each to INR 2520,00,00,000 (Rupees Two Thousand Five Hundred Twenty Crore) divided into 200,00,00,000 (two hundred crore) Class A Equity Shares of INR 10 (Rupees Ten) each, 10,00,000 (ten lakh) Class B Equity Shares of INR 100 (Rupees One Hundred) each, 10,00,000 (ten lakh) Class C Equity Shares of INR 100 (Rupees One Hundred) each, and 50,00,00,000 (fifty crore) preference shares of INR 10 (Rupees Ten) each..

The members are further informed that increase in authorized share capital requires the alteration of Clause V of the Memorandum of Association of the Company. In this respect substituted authorized share Clause No. V of Memorandum of Association is as under:-

V. The Authorized Share Capital of the Company is INR 2520,00,00,000 (Rupees Two Thousand Five Hundred Twenty Crore only) divided into following class of shares:

- (i) 200,00,00,000 (two hundred crore) Class A Equity Shares of INR 10 (Rupees Ten) each, which shares shall be akin to ordinary equity shares (under the Companies Act, 2013) not carrying any differential voting and economic rights;
- (ii) 10,00,000 (ten lakh) Class B Equity Shares of INR 100 (Rupees One Hundred) each, having such differential voting and economic rights as prescribed under the Articles of Association of the Company from time to time;
- (iii) 10,00,000 (ten lakh) Class C Equity Shares of INR 100 (Rupees One Hundred) each, having such differential voting and economic rights as prescribed under the Articles of Association of the Company from time to time; and

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

KRISUMI CORPORATION PRIVATE LIMITED

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

- (iv) 50,00,00,000 (fifty crore) preference shares of INR 10 (Rupees Ten) each, having such rights and obligations as prescribed under the Articles of Association of the Company from time to time.

Copy of amended Memorandum of Association (MOA) of the Company be available for inspection by members during business hours at the registered office of the Company till the date of Extra Ordinary General Meeting.

None of the persons specified in Section 102 of the Companies Act, 2013, viz., the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

Your Board recommends to passing of this resolution for amendment of Memorandum of Association of the Company by way of **Ordinary Resolution**.

KRISUMI CORPORATION PRIVATE LIMITED

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

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: Kriusmi Corporation Private Limited (Formerly Known as Vision
Infraheights 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 of the above named 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 Extra-
Ordinary General Meeting of the Company, to be held on Friday, the 26th day of April, 2019 at 05:00
P.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurugram – 122001, Haryana and
at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of April, 2019.

Signature of shareholder(s)

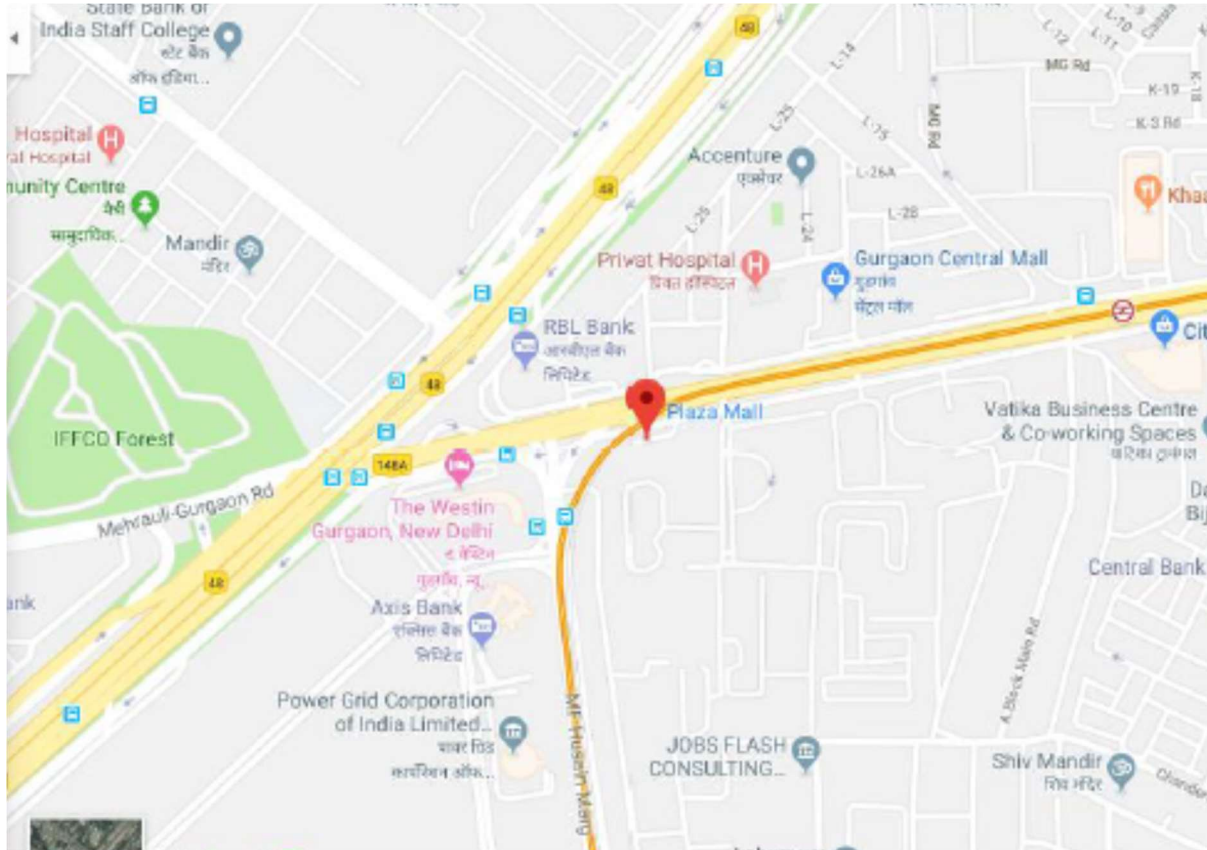
Signature of Proxy holder(s)

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

KRISUMI CORPORATION PRIVATE LIMITED

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

ROUTE MAP



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

KRISUMI CORPORATION PRIVATE LIMITED

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

NOTICE OF 16th EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 16th Extra-ordinary General Meeting of the members of Krisumi Corporation Private Limited (Formerly known as Vision Infraheights Private Limited) is scheduled to be held on Tuesday, the 14th day of May, 2019 at 5:00 P.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurugram – 122001, Haryana, India at a shorter Notice to consider and transact the following business as under:

SPECIAL BUSINESS:

Item No. 1 (I) To approve the conversion of all issued Compulsorily Convertible Debentures (CCDs) held by Sumitomo Corporation into Class A equity shares before maturity

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution:**

“RESOLVED THAT (i) pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder, the Foreign Exchange Management Act, 1999, the notifications issued by the Reserve Bank of India, all other relevant statutes, laws and regulations for the time being in force and the articles of association of the Company; and (ii) pursuant to the provision of the amended and restated Joint Venture Agreement (JVA) dated 1st May, 2017, the consent of the members be and is hereby accorded to convert 77,35,000 Compulsorily Convertible Debentures **(“CCDs”)** into 7,73,50,000 Class A equity share of face value of INR 10 (Indian ten only) each, with each of such Class A equity shares allotted upon conversion ranking *pari passu* with the existing Class A equity shares.”

“RESOLVED FURTHER THAT any of the directors of the Company be and is hereby severally authorized on behalf of the Company to take all actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable, incidental or expedient for conversion of the CCDs into Class A equity shares and to take all such steps and to do all such things as may be required to comply with applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including filing necessary forms with the concerned authorities and removing any difficulties arising in relation to the abovementioned resolution.”

(II) To approve the conversion of all issued Optionally Convertible Debentures (“OCDs”) held by Bluejays Realtech Private Limited into Class A equity shares before maturity

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution:**

KRISUMI CORPORATION PRIVATE LIMITED

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

“RESOLVED THAT (i) pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder, and all other relevant statutes, laws and regulations for the time being in force and the articles of association of the Company; (ii) pursuant to the provision of the amended and restated Joint Venture Agreement (JVA) dated 1st May, 2017, the consent of the members be and is hereby accorded to convert 77,35,000 Optionally Convertible Debentures (**“OCDs”**) into 7,73,50,000 Class A equity share of face value of INR 10 (Indian ten only) each, with each of such Class A equity shares allotted upon conversion ranking *pari passu* with the existing Class A equity shares.”

“RESOLVED FURTHER THAT any of the directors of the Company be and is hereby severally authorized on behalf of the Company to take all actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable, incidental or expedient for conversion of the OCDs into Class A equity shares and to take all such steps and to do all such things as may be required to comply with applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including filing necessary forms with the concerned authorities and removing any difficulties arising in relation to the abovementioned resolution.”

Item No. 2 To offer and record the name of Sumitomo Corporation (“Sumitomo”) as the offeree of (i) 331,200,000 (Three Hundred Thirty One Million Two Hundred Thousand) Series A CCPS of Rs. 10/- each (ii) 2,200,000 (Two Million Two Hundred Thousand) Series A CCDs of Rs.100/- each, and to approve the draft offer letter to be issued to Sumitomo.

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to: (i) the provisions of Sections 42, 55, 62, and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014, including any statutory modifications, amendments thereto and re-enactment thereof, other applicable laws including the relevant foreign exchange regulations, and relevant provisions of the memorandum of association and the articles of association of the Company; and (ii) the provisions of the amended and restated joint venture agreement dated May 14, 2019 entered amongst Krisumi Corporation Private Limited, Bluejays Realtech Private Limited, Sumitomo Corporation, Mr. Ashok Kapur, and SKH Sheet Metals Components Private Limited the approval of the shareholders of the Company be and is hereby accorded to offer and issue 331,200,000 (three hundred thirty one million two hundred thousand) Series A compulsorily convertible preference shares of face value INR 10 (Indian Rupees Ten only) each, having the terms and conditions as set out in Annexure A (**“Series A CCPS”**), and 2,200,000 (two million two hundred thousand) Series A compulsorily convertible debentures of face value of INR 100 (Indian Rupees One Hundred only) each (**“Series A CCDs”**) together with Series A CCPS, the **“Eighth Tranche Securities”**) aggregating to INR 3,532,000,000 (Rupees Three Billion Five Hundred Thirty Two Million) to Sumitomo Corporation by way of preferential issue as under:

KRISUMI CORPORATION PRIVATE LIMITED

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

S. No.	Name of the Offeree	No. of Series A CCPS	No. of Series A CCDs	Subscription Amount (INR)
1.	Sumitomo Corporation	331,200,000	2,200,000	3,532,000,000

“RESOLVED FURTHER THAT the members of the Company hereby take note of the valuation of the Eighth Tranche Securities as per the valuation reports dated February 26, 2019 issued by Madhvi Takiar Sehgal, Registered valuer and Kapil Nayyar, Partner, Nayyar Maniar Sharma & Associates LLP (Chartered Accountant) pursuant to the provisions of Section 62 of the Companies Act, 2013 and FEMA,1999 and other applicable rules framed thereunder.”

“RESOLVED FURTHER THAT the draft offer letter cum application form in Form PAS - 4 (**“Offer Letter”**) serially numbered and addressed to Sumitomo Corporation, as required under the provisions of Sections 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications and re-enactment, for the time being in force) for offering and issuing the Eighth Tranche Securities be and is hereby approved, and the same be issued to Sumitomo Corporation upon filing of such approval with the concerned registrar of companies.”

“RESOLVED FURTHER THAT that the subscription amount received by the Company from Sumitomo Corporation pursuant to this private placement shall be kept by the Company in a separate bank account maintained by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013 and the applicable rules framed thereunder.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for issue or allotment of the said Eighth Tranche Securities and to take all such steps and to do all such things as may be required to comply with applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the allotment), to prescribe the forms of application, allotment of the Eighth Tranche Securities and other incidental documents or other instruments and writings, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to resolve and settle all questions and difficulties that may arise in relation to the proposed creation, issue, offer and allotment of the said Eighth Tranche Securities and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Eighth Tranche Securities.”

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(CIN- U70200HR2012PTC064545)**

“RESOLVED FURTHER THAT directors of the Company, be and are hereby severally authorized to take necessary steps and to do all such acts, deeds and things as may be required from time to time to give effect to the aforementioned resolutions.

Item No. 3. To acknowledge and authorize the resolutions passed in the 37th and 38th meeting of the Board held on April 3, 2017 and April 24, 2017

To consider and if thought fit to pass with or without modification the following resolution as an **Special Resolution:**

“RESOLVED THAT, the proceedings and the resolutions passed in the 37th Board Meeting held on 3rd day of April 2017 at 02:00 P.M. (GMT+9) at 8-11, 1 – Chome, Harumi, Cuo-Ku, Tokyo, 104-8610 , Japan (**37th BM**) and 38th Board Meeting held on 24th day of April, 2017 at 10:00 A.M. at 461-462, Udyog vihar Phase 3 Gurgaon, Haryana, India (**38th BM**) be and are hereby noted, acknowledged and taken on record by the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things or to undertake such actions and give all such directions, as may be necessary, desirable, or expedient for such purpose, including removing any difficulties arising in relation thereto.”

Item No. 4. To grant an inter-corporate deposit facility for an amount of INR 1,730,412,000 (Indian Rupees One Billion Seven Hundred Thirty Million Four Hundred Twelve Thousand) to Bluejays Realtech Private Limited.

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 185 and 188 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, and all other relevant statutes, laws and regulations for the time being in force, the approval of the members be and is hereby accorded to grant the inter corporate deposit for an amount of INR 1,730,412,000 (Indian Rupees One Billion Seven Hundred Thirty Million Four Hundred Twelve Thousand) (**“Facility”**) to Bluejays Realtech Private Limited on such terms and conditions as set out in the inter corporate deposit agreement intended to be entered between the Company, Bluejays Realtech Private Limited and Mr. Ashok Kapur (**“Bluejays ICD Agreement”**).

RESOLVED FURTHER THAT, any of the directors of the Company be and are hereby severally authorized to negotiate, deal with and finalize the terms & conditions of the Bluejays ICD Agreement and sign such other documents, deeds, papers as may be necessary, incidental or

KRISUMI CORPORATION PRIVATE LIMITED

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

expedient in relation to the Bluejays ICD Agreement and do all such acts, deeds, matters and to take all such steps and to do all such things as the Board may consider necessary, expedient or desirable, including removing any difficulty arising in relation thereto.

Item No. 5. To grant an inter-corporate deposit facility for an amount of INR 241,194,000 (Indian Rupees Two Hundred Forty One Million One Hundred Ninety Four Thousand) to P.G. Propmart Private Limited.

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 185 and 188 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, and all other relevant statutes, laws and regulations for the time being in force, the approval of the members be and is hereby accorded to grant the inter corporate deposit for an amount of INR 241,194,000 (Indian Rupees Two Hundred Forty One Million One Hundred Ninety Four Thousand) ("**Propmart Facility**") to P.G. Propmart Private Limited on such terms and conditions as set out in the inter corporate deposit agreement intended to be entered between the Company, P.G. Propmart Private Limited ("**Propmart ICD Agreement**").

RESOLVED FURTHER THAT, any of the directors of the Company be and are hereby severally authorized to negotiate, deal with and finalize the terms & conditions of the Propmart ICD Agreement and sign such other documents, deeds, papers as may be necessary, incidental or expedient in relation to the Propmart ICD Agreement and do all such acts, deeds, matters and to take all such steps and to do all such things as the Board may consider necessary, expedient or desirable, including removing any difficulty arising in relation thereto.

For and on behalf of the Board of Directors of

Krisumi Corporation Private Limited

Yusuke Hagino

Whole Time Director

DIN: 08116297

Address:- Flat No. 232, M Tower Park Place,

DLF Phase 5, Sector 54, Gurugram – 122002, Haryana, India

Date: 14.05.2019

Place: Gurugram

KRISUMI CORPORATION PRIVATE LIMITED

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

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 authorized 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 authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (c) The Notice of Extra Ordinary 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.

KRISUMI CORPORATION PRIVATE LIMITED

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(CIN- U70200HR2012PTC064545)

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

Special Business:-

Item No. 1:

(I) The Company has issued and allotted 77,35,000 Compulsorily Convertible Debentures (“**CCDs**”) of face value INR 100 (Indian One Rupees Hundred only) each to Sumitomo Corporation for a term of 5 years from the respective dates of issue. Now, Sumitomo Corporation intends convert 77,35,000 CCDs held by it in Company in accordance with the terms of issuance, whereby the CCDs will convert into 7,73,50,000 Class A equity share of face value INR 10 (Indian ten only) each.

In this regard, the Company is proposing the shareholders’ approval for the said conversion in this General meeting to comply with the terms of issuance of the CCDs under the joint venture agreement dated May 1, 2017 and the articles of association of the Company.

(II) The Company has issued 77,35,000 Optionally Convertible Debentures (“**OCDs**”) of face value INR 100 (Indian One Rupees Hundred only) each to Bluejays Realtech Private Limited for a term of 5 years from the respective dates of issue. Now, Bluejays Realtech Private Limited intends to convert 77,35,000 OCDs held by it in Company in accordance with the terms of issuance, whereby the OCDs will convert into 7,73,50,000 Class A equity share of face value INR 10 (Indian ten only) each.

In this regard, the Company is proposing the shareholders’ approval for the said conversion in this General meeting to comply with the terms of issuance of the OCDs under the joint venture agreement dated May 1, 2017 and the articles of association of the Company.

None of the persons specified in Section 102 of the Companies Act, 2013, viz., the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

Your Board recommends passing of the resolution for conversion of CCD and OCD by way of **Special Resolution**.

Item No. 2:

Pursuant to the terms of the Amended and Restated Joint Venture Agreement dated May 14, 2019 executed amongst Krisumi Corporation Private Limited (“**Company**”), Bluejays Realtech Private Limited, Sumitomo Corporation (“**Sumitomo**”), Mr. Ashok Kapur, and SKH Sheet Metals Components Private Limited (“**Second Restated JVA**”), the Company is contemplating offering and issuing 331,200,000 (three hundred thirty one million two hundred thousand) Series A compulsorily convertible preference shares of face value of INR 10 (Indian Rupees Ten only) each,

KRISUMI CORPORATION PRIVATE LIMITED

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

having the terms and conditions as set out in Annexure A (“**Series A CCPS**”); and 2,200,000 (two million two hundred thousand) Series A compulsorily convertible debentures of face value of INR 100 (Indian Rupees One Hundred only) each (“**Series A CCDs**”), as preferential offer and issuance to Sumitomo Corporation by way of an offer letter (in Form PAS-4) as per the provisions of the Companies Act, 2013, including rules made thereunder (as modified and amended from time to time, for the time being in force).

The relevant details as per Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 for issuance of Series A CCPS and other material facts in connection thereto are provided hereunder.

(a) the size of the issue and number of preference shares to be issued and nominal value of each share;

Number of Preference shares	Type	Name of the offeree(s)	Nominal value of Shares	Price per Series A CCPS	Total amount sought to be raised
331,200,000 (Three Hundred Thirty One Million Two Hundred Thousand)	Series A CCPs	Sumitomo Corporation	INR 10 (Indian Rupees Ten only)	INR 10 (Indian Rupees Ten only)	INR 3,312,000,000 (Indian Rupees Three Billion Three Hundred Twelve Million only)

(b) the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non - convertible

Please refer to the terms of issuance set out in Annexure A

(c) the objectives of the issue;

The proceeds from the issuance and allotment of Series A CCPS shall be utilized in the manner provided in the Second Restated JVA.

(d) the manner of issue of shares;

Preferential allotment(s) on a private placement basis.

(e) the price at which such shares are proposed to be issued;

INR 10/- each (Indian rupees Ten only)

(f) the basis on which the price has been arrived at;

KRISUMI CORPORATION PRIVATE LIMITED

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The issue price is based on the valuation reports dated 26.02.2019 (“**Valuation Reports**”) submitted by Madhvi Takiar Sehgal, Registered valuer and Kapil Nayyar, Partner, Nayyar Maniar Sharma & Associates LLP (Chartered Accountant).

(g) the terms of issue, including terms and rate of dividend on each share, etc.;

Please refer to the terms of issuance set out in Annexure A

(h) the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;

Please refer to the terms of issuance set out in Annexure A

(i) the manner and modes of redemption;

Please refer to the terms of issuance set out in Annexure A

(j) the current shareholding pattern of the company;

S. No.	Name	Address	No. of Shares			Amount (IN INR.)
			Class A Equity Shares @ Rs. 10/- Each	Class B Equity Shares @ Rs. 100/- Each	Class C Equity Shares @ Rs. 100/- Each	
1.	Bluejays Realtech Private Limited	3 rd Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana- 122001	77,356,621	-	50,000	77,85,66,210
2.	Sumitomo Corporation	3-2 Otemachi, 2—Chome, Chiyoda-Ku, Tokyo, 100-8601, Japan	77,356,757	50,000	-	77,85,67,570
3.	Mr. Ashok Kapur	B-5 Chirag Enclave, New Delhi	136	-	-	1,360

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(CIN- U70200HR2012PTC064545)

	Total	154,713,514	50,000	50,000	1.55,71,35,140
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(k) the expected dilution in equity share capital upon conversion of preference shares.

Please refer to the terms of issuance of Series A CCPS, set out in Annexure A

II. Additional details as per Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014:

(i) the objects of the issue;

The proceeds from the issuance and allotment of Series A CCPS and Series A CCDs shall be utilized in the manner provided in the Second Restated JVA.

(ii) the total number of shares or other securities to be issued;

S. No.	No. of Series A CCPS	No. of Series A CCDS	Subscription Amount (INR)
1.	331,200,000	2,200,000	3,532,000,000

(iii) the price or price band at/within which the allotment is proposed;

The Series A CCDs and Series A CCPS shall be offered at a per security price of INR 100 each and INR 10 each respectively.

(iv) basis on which the price has been arrived at along with report of the registered valuer;

The issue price has been arrived based on the valuation reports dated February 26, 2019 issued by Madhvi Takiar Sehgal, Registered valuer and Kapil Nayyar, Partner, Nayyar Maniar Sharma & Associates LLP (Chartered Accountant).

Copy of valuation reports obtained from Madhvi Takiar Sehgal, Registered valuer and Kapil Nayyar, Partner, Nayyar Maniar Sharma & Associates LLP (Chartered Accountant) will be available for inspection during the office hours from 09:00 AM to 06:00 PM at the registered office of the Company till the date of the extraordinary general meeting.

(v) relevant date with reference to which the price has been arrived at;

Relevant date for the purpose of issue price is 25.02.2019 as mentioned in valuation reports dated 26.02.2019

Additionally, the price of the resultant equity shares pursuant to the conversion of Series A CCPS and Series A CCDS shall be determined in the manner set out in the terms of issuance in Annexure A and the Second Restated JVA respectively.

(vi) the class or classes of persons to whom the allotment is proposed to be made;

Series A CCDs and Series A CCPS are being proposed to be offered to Sumitomo Corporation.

(vii) intention of promoters, directors or key managerial personnel to subscribe to the offer;

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The preferential issue is not being made to the promoters, directors or key managerial personnel of the Company and the promoters, directors or key managerial personnel of the Company do not intend to subscribe to the offer.

(viii) the proposed time within which the allotment shall be completed;

The preferential allotment is proposed to be completed within the applicable statutory time limit prescribed for allotment from the date of receipt of full subscription amount from the proposed allottees.

(ix) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them.

Name of the Shareholder	Pre-Issue Holding			Post-Issue Holding		
	Class of Equity Shares	Number of Equity Securities (on an Fully Diluted Basis)	Shareholding %	Class of Equity Shares	Number of Equity Securities (on an Fully Diluted Basis)	Shareholding %
Class A Equity Shares						
Sumitomo Corporation	Class A	77,356,757	50%	Class A	430,556,757	85%
Class B Equity Shares						
Sumitomo Corporation	Class B	50,000	100%	Class B	50,000	100%

(x) the change in control, if any, in the company that would occur consequent to the preferential offer;

Please refer to the post-issue holding in the table at (ix) above.

(xi) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;

Allotment on preferential basis have already been made to following two allottees as per the following details during the Current Financial year.:

S. No.	Name of Allottee	Type of Securities	Date of Allotment	No. of Securities	Face value of each Securities	Total Consideration
1.	Sumitomo Corporation	Compulsorily Convertible Debentures (CCD)	26.04.2019	1,25,000	INR 100	1,25,00,000
2.	Bluejays Realtech Private	Optionally Convertible Debentures	26.04.2019	1,25,000	INR 100	1,25,00,000

KRISUMI CORPORATION PRIVATE LIMITED

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	Limited	(OCD)			
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(xii) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

NA

(xiii) The pre issue and post issue shareholding pattern of the company in the following format-

(a) Shareholding pattern of the Company for the Class A equity shares of Rs. 10/- each:

		<i>Pre-Issue</i>		<i>Post-Issue</i>	
		No. of shares held *	% of shareholding*	No. of shares held*	% of shareholding *
A	Promoters' holding:				
1	Indian:				
	Individual	136	0.00009%	136	0.00009%
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	136	0.00009%	136	0.00009%
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution :	-	-	-	-
	Private Corporate Bodies	77,356,621	49.99991%	77,356,621	14.99991%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others - Foreign Company	77,356,757	50%	430,556,757	85%
	Sub Total(B)	15,47,13,378	100%	507913378	100%

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	Total	15,47,13,514	100%	507913514	100%
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(b) Shareholding pattern of the Company for the Class B equity shares of Rs. 100/- each :

		<i>Pre-Issue</i>		<i>Post-Issue</i>	
		No. of shares held *	% of shareholding*	No. of shares held*	% of shareholding*
A	<i>Promoters' holding:</i>				
1	Indian :				
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B	<i>Non-Promoters' holding:</i>				
1	Institutional Investors	-	-	-	-
2	Non-Institution :	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others - Foreign Company (Class B)	50,000	100%	50,000	100%
	Sub Total(B)	50,000	100%	50,000	100%
	Total	50,000	100%	50,000	100%

(c) Shareholding pattern of the Company for the Class C equity shares of Rs. 100/- each :

		<i>Pre-Issue</i>		<i>Post-Issue</i>	
		No. of shares held *	% of shareholding*	No. of shares held*	% of shareholding*
A	<i>Promoters' holding:</i>				
1	Indian :				

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	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution :	-	-	-	-
	Private Corporate Bodies (Class C)	50,000	100%	50,000	100%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others - Foreign Company	-	-	-	-
	Sub Total(B)	50,000	100%	50,000	100%
	Total	50,000	100%	50,000	100%

III. The additional information and disclosures for private placement of securities as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

1. Particulars of the offer including date of passing of Board Resolution:

The Series A CCPS and the Series A CCDs are proposed to be offered and issued at a par value of INR 10 each and INR 100 each respectively, by way of preferential allotment(s) on a private placement basis.

2. Date of passing board resolution for offer and issue of Series A CCPS and the Series A CCDs:
14.05.2019
3. Kinds of securities offered and the price at which the security is being offered:
 - (a) Kinds of securities offered: Series A CCPS and the Series A CCDs
 - (b) Price at which security is being offered: The Series A CCPS and the Series A CCDs are proposed to be offered and issued at a par value of INR 10 each and INR 100 each respectively, by way of preferential allotment(s) on a private placement basis.
4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

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The price at which the offer or invitation is made is arrived at on the basis of valuation reports dated February 26, 2019 issued by Madhvi Takiar Sehgal, Registered valuer and Kapil Nayyar, Partner, Nayyar Maniar Sharma & Associates LLP (Chartered Accountant).

5. Name and Address of Valuer who performed valuation:

1. Name: Madhvi Takiar Sehgal (Registered valuer)
Registration No. : IBBI/RV/02/2018/10289
Address: Wework , DLF Forum, DLF Cyber city, Phase III, Gurgaon,122002

Relevant date: Relevant date for the purpose of issue price is 25.02.2019 as mentioned in valuation report dated 26.02.2019

2. Name: Nayyar Maniar Sharma & Associates LLP (Chartered Accountant)
Address: B-9, LGF, Green Park Main, New delhi-110016

Relevant date: Relevant date for the purpose of issue price is 25.02.2019 as mentioned in valuation report dated 26.02.2019

6. Amount which the Company intends to raise by way of such securities:

INR 3,532,000,000 (Rupees Three Billion Five Hundred Thirty Two Million)

7. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:

(a) Material terms of raising securities: The terms of the Series A CCDs and Series A CCPS are attached as Annexure A and the Second Restated JVA respectively to this Notice.

(b) Proposed time schedule: The preferential allotment of Series A CCPS and Series A CCDS is proposed to be completed within the applicable statutory time limit prescribed for allotment from the date of receipt of full subscription amount from the proposed allottees.

(c) Purposes or objects of offer: as per the Second Restated JVA.

(d) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: The promoters or directors are not intending to make any contribution either as part of the offer or separately in furtherance of such objects.

8. Principle terms of assets charged as securities: Not Applicable

None of the directors, promoters or other key managerial personnel are interested in the Offer.

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 **Special Resolution**.

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Item No. 3

The Board of the Company had its 37th Board Meeting on 3rd day of April 2017 at 02:00 P.M. (GMT+9) at 8-11, 1 – Chome, Harumi, Cuo-Ku, Tokyo, 104-8610 , Japan (**37th BM**) and 38th Board Meeting on 24th day of April, 2017 at 10:00 A.M. at 461-462, Udyog vihar Phase 3 Gurgaon, Haryana, India (**38th BM**).

Considering the 37th BM was held in Japan and the 38th BM was held in India, the Board, as good corporate governance measure, is requesting the members to ratify and confirm each of the transactions undertaken in 37th BM and the 38th BM.

None of the directors, promoters or other key managerial personnel are interested in the abovementioned 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 **Special Resolution**.

Item No. 4

In terms of the inter corporate deposit agreement intended to be entered between the Company, Bluejays Realtech Private Limited and Mr. Ashok Kapur ("**Bluejays ICD Agreement**"), the Company is required to extend an inter corporate deposit facility for an amount of INR 1,730,412,000 (Indian Rupees One Billion Seven Hundred Thirty Million Four Hundred Twelve Thousand) ("**Facility**") as per the terms set out therein.

Further, in terms of Section 185(2) of the Companies act, 2013, the Company is required to obtain the consent of the shareholders by way of a special resolution for the Company to extend the Facility to Bluejays Realtech Private Limited.

Additionally, pursuant to Section 188(1) of the Companies Act, 2013 read with the relevant rules made thereunder, the following disclosures are made in relation to the Facility intended to be extended by the Company to Bluejays Realtech Private Limited:

- (a) name of the related party: Bluejays Realtech Private Limited, a private limited company in which the director of the Company i.e., Mr. Ashok Kapur is a member.
- (b) name of the director or key managerial personnel who is related, if any: Please see (a) above.
- (c) nature of relationship: Please see (a) above.
- (d) nature, material terms, monetary value and particulars of the contract or arrangements: please see the Bluejays ICD Agreement.
- (e) any other information relevant or important for the members to take a decision on the proposed resolution: please see the Bluejays ICD Agreement.

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None of the directors, promoters or other key managerial personnel are interested in the abovementioned resolution, except Mr. Ashok Kapur, the director of the Company, who is the majority shareholder of Bluejays Realtech Private Limited.

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 **Special Resolution**.

Item No. 5

In terms of the inter corporate deposit agreement intended to be entered between the Company and P.G. Propmart Private Limited ("**Propmart ICD Agreement**"), the Company is required to extend an inter corporate deposit facility for an amount of INR 241,194,000 (Indian Rupees Two Hundred Forty One Million One Hundred Ninety Four Thousand) ("**Propmart Facility**") as per the terms set out therein.

Further, in terms of Section 185 (2) of the Companies act, 2013, the Company is required to obtain the consent of the shareholders by way of a special resolution for the Company to extend the Propamrt Facility to P.G. Propmart Private Limited.

Additionally, pursuant to Section 188(1) of the Companies Act, 2013 read with the relevant rules made thereunder, the following disclosures are made in relation to the Propmart Facility intended to be extended by the Company to P.G. Propmart Private Limited:

- (a) name of the related party: P.G. Propmart Private Limited, a private limited company in which the director of the Company i.e., Mr. Ashok Kapur is a member.
- (b) name of the director or key managerial personnel who is related, if any: please see (a) above
- (c) nature of relationship: please see (a) above
- (d) nature, material terms, monetary value and particulars of the contract or arrangements: please see the Propmart ICD Agreement.
- (e) any other information relevant or important for the members to take a decision on the proposed resolution: please see the Propmart ICD Agreement.

None of the directors, promoters or other key managerial personnel are interested in the abovementioned resolution, except Mr. Ashok Kapur, the director of the Company who holds the majority shares along with his relative in P.G. Propmart Private Limited.

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 a **Special Resolution**.

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ANNEXURE A TERMS OF SERIES A CCPS

Capitalised terms used, but not defined herein shall have the meaning assigned to such terms in the Amended and Restated Joint Venture Agreement dated May 14, 2019 executed amongst Krisumi Corporation Private Limited, Bluejays Realtech Private Limited, Sumitomo Corporation, Mr. Ashok Kapur, and SKH Sheet Metals Components Private Limited ("**Second Restated JVA**").

1. Dividend

The Series A CCPS are issued at a preferential dividend rate of 0.00001% (zero point zero zero zero zero one per cent) per annum ("**Series A Preferential Dividend**"). The Series A Preferential Dividend is cumulative and shall accrue from year to year whether or not paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon shares of any other class or series in the same fiscal year.

2. Term

Series A CCPS shall be compulsorily converted into Class A Equity Shares 1 (one) day prior to the 19th (nineteenth) anniversary of the date of allotment of such Series A CCPS.

3. Conversion

Subject to the adjustments set out in Clause 8A of the Second Restated JVA, each Series A CCPS shall convert into such number of Class A Equity Shares arrived at by dividing the price at which such Series A CCPS is issued by the IDV existing at the time of such conversion .

4. Voting

All Series A CCPS shall cumulatively carry 1 (one) vote.

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(CIN- U70200HR2012PTC064545)**

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: Kriusmi Corporation Private Limited (Formerly Known as Vision
Infraheights 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 of the above named 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 Extra-
Ordinary General Meeting of the Company, to be held on Tuesday, the 14th day of May, 2019 at 5:00
P.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurugram – 122001, Haryana and
at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of May, 2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 2:

Signed this.....day of May, 2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

KRISUMI CORPORATION PRIVATE LIMITED

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Resolution No. 3:

Signed this.....day of May, 2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 4:

Signed this.....day of May, 2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 5:

Signed this.....day of May, 2019.

Signature of shareholder(s)

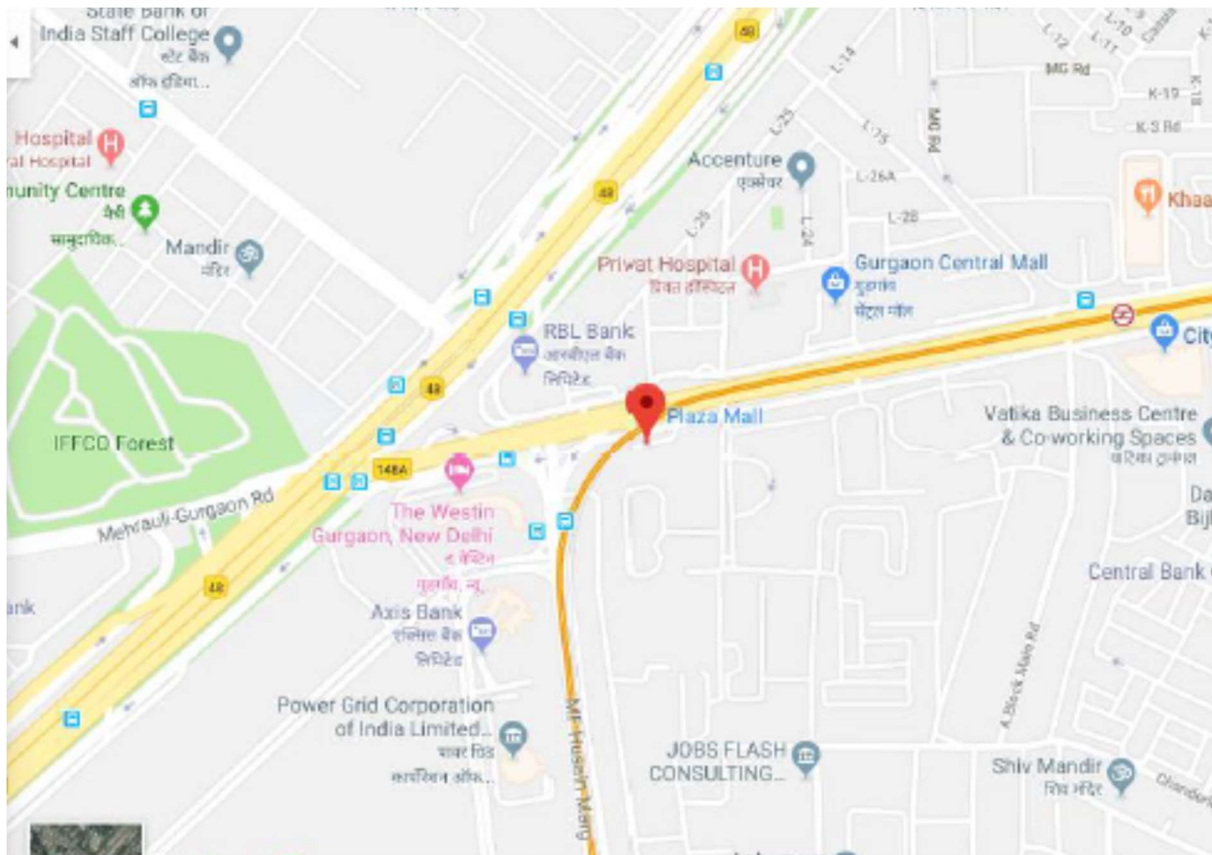
Signature of Proxy holder(s)

KRISUMI CORPORATION PRIVATE LIMITED

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(CIN- U70200HR2012PTC064545)

ROUTE MAP



KRISUMI CORPORATION PRIVATE LIMITED

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NOTICE OF 17th EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 17th Extra-ordinary General Meeting of the members of Krisumi Corporation Private Limited (Formerly known as Vision Infraheights Private Limited) is scheduled to be held on Tuesday, the 28th day of May, 2019 at 5:00 P.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurugram – 122001, Haryana, India at a shorter Notice to consider and transact the following business as under:

SPECIAL BUSINESS:

ITEM NO.1 TO APPROVE THE ALTERATION OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY TO INCORPORATE THE 2ND AMENDED AND RESTATED JOINT VENTURE AGREEMENT DATED MAY 14, 2019 EXECUTED AMONGST SUMITOMO CORPORATION, BLUEJAYS REALTECH PRIVATE LIMITED, KRISUMI CORPORATION PRIVATE LIMITED, MR. ASHOK KAPUR AND SKH SHEET METALS COMPONENTS PRIVATE LIMITED (“JVA”).

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the draft altered articles of association of the Company, a copy of which tabled before the meeting and initialled by the Chairman for the purposes of identification (annexed herein as **Annexure B**), be and is hereby approved in supersession of the current articles of association of the Company.

KRISUMI CORPORATION PRIVATE LIMITED

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RESOLVED FURTHER THAT for the purpose of giving effect to the abovementioned resolution, any of the Directors of the Company, be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return with the Registrar of Companies and removing any difficulties arising in relation thereto.”

For and on behalf of the Board of Directors of

Krisumi Corporation Private Limited

Yusuke Hagino

Whole Time Director

DIN: 08116297

Address:- Flat No. 232, M Tower Park Place,

DLF Phase 5, Sector 54, Gurugram – 122002, Haryana, India

Date: 28.05.2019

Place: Gurugram

KRISUMI CORPORATION PRIVATE LIMITED

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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 authorized 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 authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (c) The Notice of Extra Ordinary 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**

Special Business:-

Resolution at Item No. 1:

In order to incorporate the terms of the 2nd Amended and Restated Joint Venture Agreement dated May 14, 2019 executed by and between the Company, Bluejays Realtech Private Limited, Sumitomo Corporation, Mr. Ashok Kapur and SKH Sheet Metals Components Private Limited (“**2nd Amended and Restated JVA**”) into the existing articles of association of the Company (“**Articles**”), the Articles are required to be amended and such amended Articles are required to be adopted in substitution of the existing Articles.

The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of its members for alteration of its Articles by way of a special resolution.

A draft copy of the new set of Articles is open for inspection during the work hours of the Company at the Company’s registered office.

None of the directors/ key managerial personnel of the Company and/ or their respective relatives are, directly or indirectly, interested in the proposed resolution.

In view of the above, the board of directors of the Company recommends the passing of the resolutions set out at Item No. 1 as a **Special Resolution**.

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Annexure B

[Draft of the amended AOA attached separately]

KRISUMI CORPORATION PRIVATE LIMITED

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(CIN- U70200HR2012PTC064545)**

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 (Formerly Known as Vision
Infraheights 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 of the above named
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
Extra-Ordinary General Meeting of the Company, to be held on Tuesday, the 28th day of
May, 2019 at 5:00 P.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53,
Gurugram - 122001, Haryana and at any adjournment thereof in respect of such
resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of May, 2019.

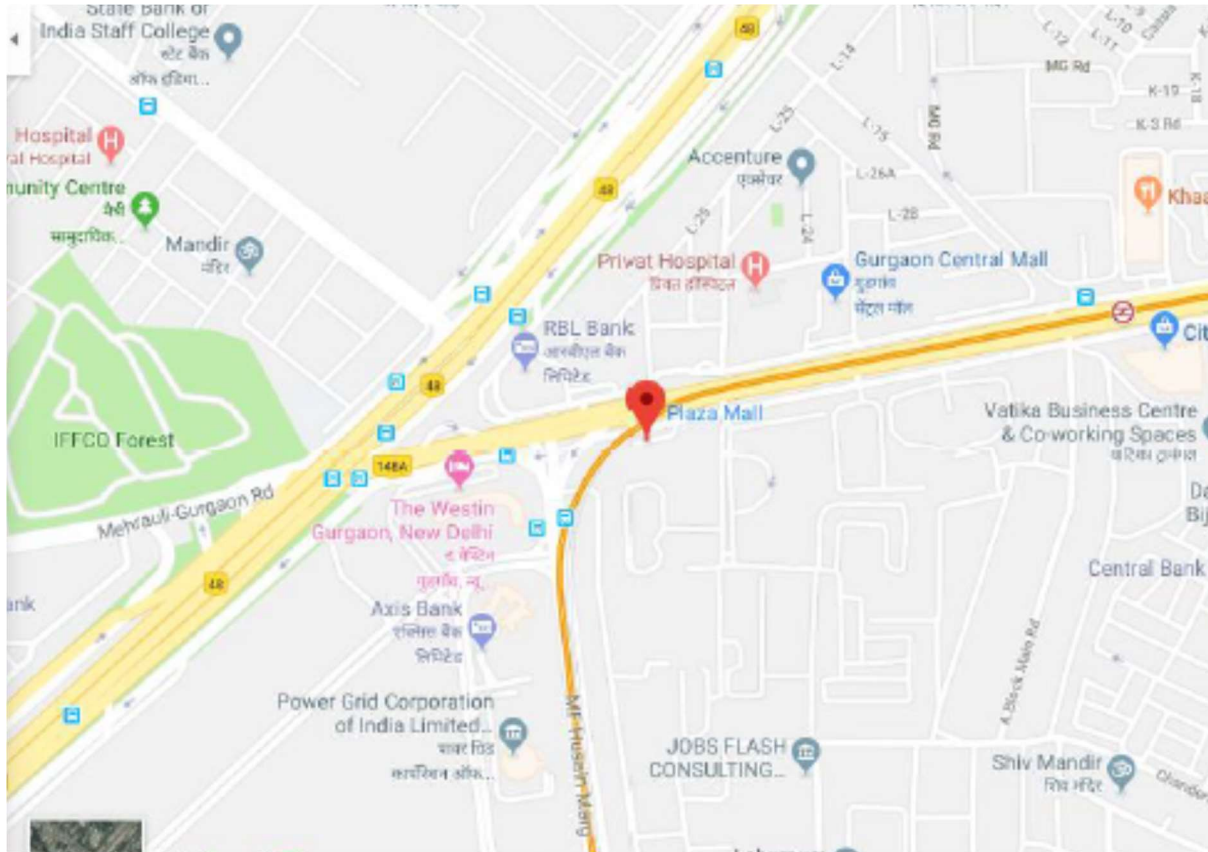
Signature of shareholder(s)

Signature of Proxy holder(s)

KRISUMI CORPORATION PRIVATE LIMITED

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(CIN- U70200HR2012PTC064545)**

ROUTE MAP



KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

NOTICE OF 18th EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 18th Extra-ordinary General Meeting of the members of Krisumi Corporation India Private Limited is scheduled to be held at on Friday, the 13th day of December, 2019 at 11:00 A.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurugram – 122001, Haryana, India at a shorter Notice to consider and transact the following business as under:

SPECIAL BUSINESS:

1. Approval of Related Party Transaction

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **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 enter into a transaction with Sumitomo Corporation India Private Limited, a subsidiary company of Sumitomo Corporation, Japan, on such terms and conditions as placed before the Board.

RESOLVED FURTHER THAT pursuant to the provisions of section 189 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them and to do all such acts, deeds, matters and things (including signing, execution, submission of documents or necessary papers) as may be deemed necessary or expedient in connection therewith or incidental thereto.”

2. To offer and record the name of Sumitomo Corporation (“Sumitomo”) and Bluejays Realtech Private Limited (“Bluejays”) as the offeree of 8,00,000 (Eight Lakh Only) Series A Compulsorily Convertible Debentures (“CCDs”) of INR 100 each and to approve the draft offer letter in Form PAS-4 to be issued to Sumitomo and RD Bluejays (“Offerees”)

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and 71 of the Companies Act, 2013 (the “Act”) or any other applicable provisions of the Act read with rules made thereunder, including any statutory modification or re-enactments thereof, and any other applicable laws including the relevant foreign exchange regulations, and relevant provisions of the memorandum of association and the articles of association of the Company, the consent of the members be and is hereby accorded to offer and issue 8,00,000 (Eight Lakh Only) Compulsorily Convertible Debentures (“CCDs”) of INR 100 each at a price of INR 100 each, based on the valuation report dated 10th November, 2019, aggregating to INR 8,00,00,000 (Indian Rupees Eight Crore only) to Sumitomo Corporation and Bluejays Realtech Private Limited (the “proposed offerees”) by way of private placement as under:

S. No.	Name of the Offerees	No. of CCDs of face value of INR 100 each	Subscription Amount (INR)
1.	Sumitomo Corporation	4,00,000	4,00,00,000
2.	Bluejays Realtech Private Limited	4,00,000	4,00,00,000
Total		8,00,000	8,00,00,000

RESOLVED FURTHER THAT the draft offer letter cum application form in Form PAS - 4 (“Offer Letter”) serially numbered and addressed to proposed offerees, as required under the provisions of Sections 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications and re-enactment, for the time being in force) for offering and issuing the said CCDs, by way of private placement, as approved and taken on record by the Board, be and is hereby approved.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby severally authorized on behalf of the Company to take all actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable, incidental or expedient for issue or allotment of the said CCDs and to take all such steps and to do all such things as may be required to comply with applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment of the securities, to enter into any definitive agreements and other incidental documents or other instruments and writings, and to take such actions or give such directions as may be

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to resolve and settle all questions and difficulties that may arise in relation to the proposed creation, issue, offer and allotment of the said CCDs and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said CCDs.”

**For and on behalf of the Board of Directors of
Krisumi Corporation Private Limited**

Yusuke Hagino

Whole Time Director

DIN: 08116297

Address: Flat No. CTE 212, 21st Floor,
DLF The Crest, Gurgaon-122002, Haryana, India

Date: 13.12.2019

Place: Gurugram

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

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 Extra Ordinary 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.

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

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

Special Business:

Item No. 1:

The Company is desirable to enter into a transaction with Sumitomo Corporation India Private Limited (“Sumitomo India”), a subsidiary company of Sumitomo Corporation, Japan.

Since Sumitomo India is a related party of the Company as per the provisions of Section 2(76) of the Companies Act, 2013 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,, prior approval of members of the Company by way of passing Ordinary Resolution is required.

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

S. No.	Particulars	Remarks
1	Name of related party and nature of relationship	Sumitomo Corporation India Private Limited, a subsidiary of Sumitomo Corporation, Japan. Mr. Masaki Morohoshi, director of the Company, is a Managing Director in Sumitomo India.
2	The nature, duration of the contract and particulars of contract or arrangement	The Company is supplying services to Sumitomo India for renovation of guest house at Mangolias Apartment, Sector-42, Gurugram (Haryana). The duration of contract is 40 days from the date of order.
3	The material terms of the contract or arrangement including the value, if any	The contract value is Rs. 11,00,000 + @18% (1,98,000) GST = 12,98,000 (Rupees Twelve Lakhs Ninety Eight Thousand only) Other material terms: a) Duration: 40 days from the date of order b) Payment: 100% advance along with Letter of Award (LOA)
4	Any advance paid or received for the	No advance has been received by the

KRISUMI CORPORATION PRIVATE LIMITED

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	contract or arrangement, if any	Company for this contract.
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 pricing and other commercial terms are determined on arm's length basis.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes, all factors relevant to the contract have been considered.
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 resolution set out at Item No. 1 as an **Ordinary Resolution**.

Item No. 2:

The Company is contemplating offering 8,00,000 (Eighty Lakh Only) Class A Compulsorily Convertible Debentures ("CCDs") of INR 100 (Indian Rupees One Hundred Only) each, at a price of INR 100 (Indian Rupees One Hundred Only) each to Sumitomo Corporation, Japan and Bluejays Realtech Private Limited, by way of an offer letter ("**Offer Letter**") which shall be prepared by the Board as per the provisions of the Companies Amendment Act, 2013 and the rules enacted thereunder ("**Offer**").

The justification for the price of the Class A CCDs offered hereunder is set out in the valuation report prepared by (i) Madhvi Takiar Sehgal (Registered valuer) and (ii) Sonam Gupta (Chartered Accountant)

The relevant details as per the applicable Rule of the Companies (Share capital and Debentures) Rules, 2014 and Companies (Share capital and Debentures) Second Amendment Rules, 2018, of Class A CCDs proposed to be issued and other material facts in connection thereto are provided hereunder.

1. The object of the issue:

The proceeds proposed to be raised in terms of the Offer will be utilized to fund immediate operational expenses.

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

2. Size of the proposed issue of Class A CCDs

Number of Class A CCDs	Type	Name of the offeree(s)	Nominal value of Shares	Price per equity share	Total amount sought to be raised
4,00,000	Class A CCDs	Sumitomo Corporation, Japan	INR 100 (Indian Rupees One Hundred Only)	INR 100 (Indian Rupees One Hundred Only)	4,00,00,000
4,00,000	Class A CCDs	Bluejays Private Limited	INR 100 (Indian Rupees One Hundred Only)	INR 100 (Indian Rupees One Hundred Only)	4,00,00,000

3. The price at which the Class A CCDs are proposed to be offered and allotted:

The Class A CCDs shall be offered at a per share price of INR 100 (Indian Rupees One Hundred Only) (“**Issue Price**”).

4. Basis on which the price has been arrived:

The Issue Price is based on the valuation report dated 10.11.2019 (“**Valuation Report**”) submitted by Madhvi Takiar Sehgal (Registered valuer), the registered valuer.

5. Relevant date with reference to which the price has been arrived at:

Relevant date for the purpose of issue price is 31.07.2019 as mentioned in valuation report dated 10.11.2019

6. To whom the allotment is proposed to be made:

The offer for the issuance of the Class A CCDs are being made to Sumitomo Corporation, Japan and Bluejays Realtech Private Limited.

7. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

None of the directors, promoters and key managerial persons is being offered Class A CCDs in the Offer.

8. Offer Period:

The Offer for issue of the Class A CCDs will be valid for a period of 30 (thirty) days from the date of issue of the Offer Letter and will lapse on the Offer Closing Date (as defined in the Offer Letter), within which period Sumitomo Corporation and Bluejays Realtech Pvt Ltd are required to submit

KRISUMI CORPORATION PRIVATE LIMITED

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their acceptance to subscribe to the entitled securities in whole, failing which the Offer will be deemed to have been rejected.

The Class A CCDs will be allotted to Sumitomo Corporation and Bluejays Realtech Pvt Ltd within a maximum period of 60 (Sixty) days from the date of receipt of the subscription amount from Sumitomo Corporation and Bluejays Realtech Pvt Ltd, respectively.

9. The change in control, if any, in the Company that would occur consequent to the preferential offer:

Nil

10. The number of persons/entities to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Sr. No.	Name and Address of Allottee	Date of Allotment	Type of Securities Alloted	No. of Securities Alloted	Premium (in INR)	Subscription Amount (in INR)
1.	Sumitomo Corporation Address: Otemachi Place East Tower 3-2, Otemachi 2-Chome, Chiyoda-ku, Tokyo100-8601, Japan	26.04.2019	Compulsorily Convertible Debentures (CCD's)	1,25,000	Nil	1,25,00,000
2.	Bluejays Realtech Private Limited Address: 3rd Floor, Central Plaza Mall Sector-53 (Opp. DLF Golf Course) Gurugram, Haryana 122002, India	26.04.2019	Optionally Convertible Debentures (OCD's)	1,25,000	Nil	1,25,00,000
3.	Sumitomo Corporation Address: Otemachi Place	22.05.2019	Class A equity shares	7,73,50,000	Nil	Nil (Conversion of CCDs into Class A equity)

Regd. 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

Website: www.krisumi.com

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	East Tower 3-2, Otemachi 2- Chome, Chiyoda- ku, Tokyo100-8601, Japan					shares)
4.	Bluejays Realtch Private Limited Address: 3rd Floor, Central Plaza Mall Sector-53 (Opp. DLF Golf Course) Gurugram, Haryana 122002, India	22.05.2019	Class A equity shares	7,73,50,000	Nil	Nil (Conversion of CCDs into Class A equity shares)
5.	Sumitomo Corporation Address: Otemachi Place East Tower 3-2, Otemachi 2- Chome, Chiyoda- ku, Tokyo100-8601, Japan	28.05.2019	Series A Compulsorily Convertible Preference Shares (CCPS)	33,12,00,000	Nil	3,31,20,00,000
6.	Sumitomo Corporation Address: Otemachi Place East Tower 3-2, Otemachi 2- Chome, Chiyoda- ku, Tokyo100-8601, Japan	28.05.2019	Series A Compulsorily Convertible Debentures (CCDs)	22,00,000	Nil	22,00,00,000

11. The justification for the allotment proposed to be made for consideration other than cash, together with the valuation report of the registered valuer:

KRISUMI CORPORATION PRIVATE LIMITED

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No allotments under the Offer are being made for consideration other than cash.

12. (a) Shareholding pattern of the Company for the Class A equity shares of Rs. 10/- each:

		<i>Pre-Issue</i>		<i>Post-Issue</i>	
		No. of shares held *	% of shareholding*	No. of shares held*	% of shareholding*
A	<i>Promoters' holding:</i>				
1	Indian:				
	Individual	136	0.00009%	136	0.00009%
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	136	0.00009%	136	0.00009%
B	<i>Non-Promoters' holding:</i>				
1	Institutional Investors	-	-	-	-
2	Non-Institution :	-	-	-	-
	Private Corporate Bodies	7,73,56,621	49.99991%	8,13,56,621	49.99991%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others - Foreign Company	7,73,56,757	50%	8,13,56,757	50%
	Sub Total(B)	15,47,13,378	100%	16,27,13,378	100%
	Total	15,47,13,514	100%	16,27,13,378	100%

(b) Shareholding pattern of the Company for the Class B and Class C equity shares of Rs. 100/- each :

		<i>Pre-Issue</i>		<i>Post-Issue</i>	
		No. of shares held *	% of shareholding*	No. of shares held*	% of shareholding*
A	<i>Promoters' holding:</i>				
1	Indian :				
	Individual	-	-	-	-

KRISUMI CORPORATION PRIVATE LIMITED

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	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B	Non-Promoters' holding:				
	Institutional Investors	-	-	-	-
1					
2	Non-Institution :	-	-	-	-
	Private Corporate Bodies	50,000	50%	50,000	50%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others - Foreign Company	50,000	50%	50,000	50%
	Sub Total(B)	1,00,000	100%	1,00,000	100%
	Total	1,00,000	100%	1,00,000	100%

13. Others:

None of the directors, promoters or other key managerial personnel are interested in the Offer except Mr. Ashok Kapur, the director of the Company, who is a majority shareholder of the offeree i.e. Bluejays Realtech Private Limited.

In view of the above, the board of directors of the Company recommends the passing of the resolution set out at Item No. 2 as a **Special Resolution**.

**For and on behalf of the Board of Directors of
Krisumi Corporation Private Limited**

Yusuke Hagino

Whole Time Director

DIN: 08116297

Address: Flat No. CTE 212, 21st Floor,
DLF The Crest, Gurgaon-122002, Haryana, India

Date: 13.12.2019

Place: Gurugram

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

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: Kriusmi Corporation Private Limited

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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

I/We, being the Member(s) of _____Equity Shares of the above named Company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:,

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 Friday, the 13th day of December, 2019 at 11:00 A.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurugram – 122001, Haryana and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of December, 2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 2:

Signed this.....day of December, 2019.

Signature of shareholder(s)

Signature of Proxy holder(s)

Regd. 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

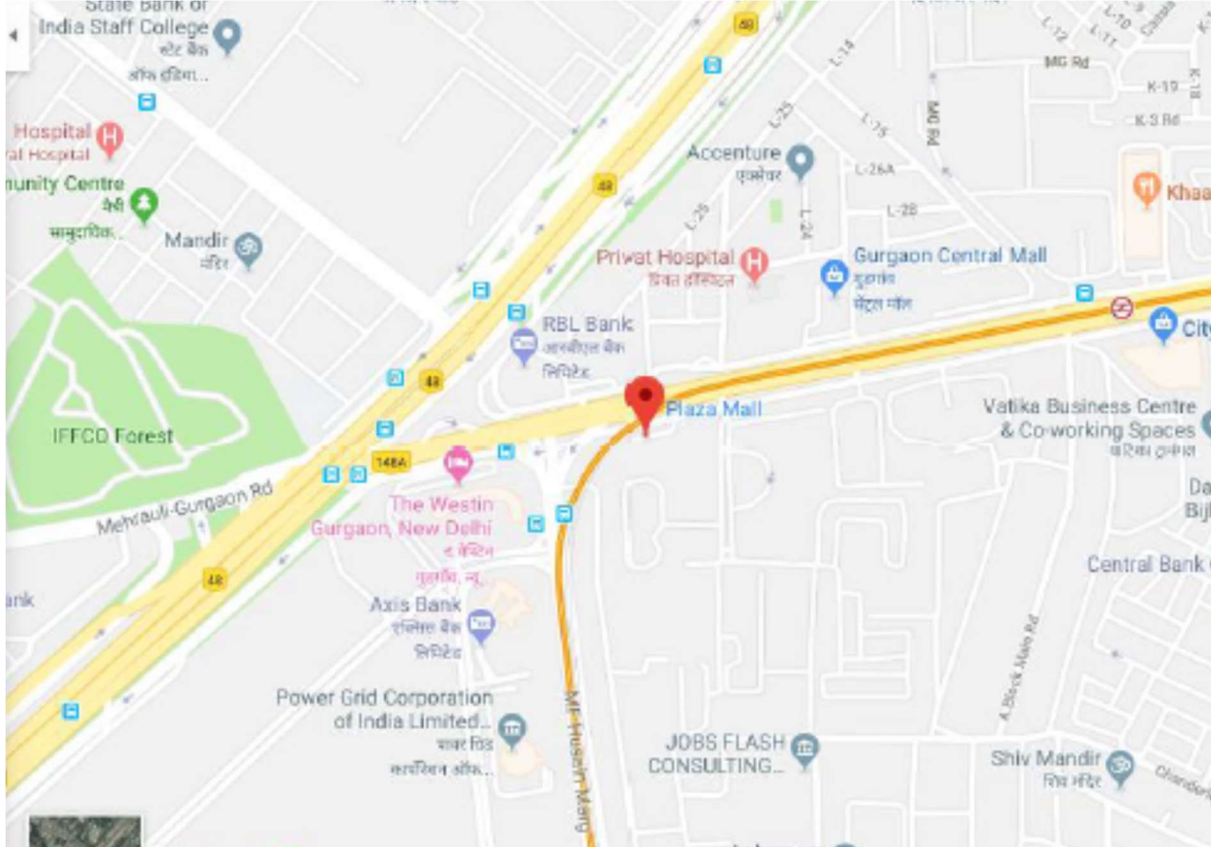
E-mail-ID:-info@krisumi.com, Telephone No.- 0124-4776600

Website: www.krisumi.com

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

ROUTE MAP



Regd. 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
Website: www.krisumi.com

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

NOTICE OF 19th EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 19th Extra-ordinary General Meeting of the members of Krisumi Corporation India Private Limited is scheduled to be held at on Friday, the 7th day of February, 2020 at 10:30 A.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurugram – 122001, Haryana, India at a shorter Notice to consider and transact the following business as under:

SPECIAL BUSINESS:

1. Approval of Related Party Transaction

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 sell 5 (five) units in its project “Waterfall Residences” located at Sector 36A, Gurgaon, Haryana – 122004 to Mr. Ashok Kapur, on such terms and conditions as placed before the Board.

RESOLVED FURTHER THAT pursuant to the provisions of section 189 read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), any of the directors of the Company or Company Secretary, be and are hereby severally authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them and to do all such acts, deeds, matters and things (including signing, execution, submission of documents or necessary papers) as may be deemed necessary or expedient in connection therewith or incidental thereto.”

**For and on behalf of the Board of Directors of
Krisumi Corporation Private Limited**

Yusuke Hagino

Whole Time Director

DIN: 08116297

Address: Flat No. CTE 212, 21st Floor,
DLF The Crest, Gurgaon-122002, Haryana, India

Date: 07.02.2020

Place: Gurugram

Regd. 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

Website: www.krisumi.com

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

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 Extra Ordinary 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.

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

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

Special Business:

Item No. 1:

The Company intends to sell 5 (five) units in its project “Waterfall Residences” located at Sector 36A, Gurgaon, Haryana – 122004, to Mr. Ashok Kapur (Mr. “Kapur”), who is currently a director and shareholder in the Company.

Since Mr. Kapur is a related party of the Company as per the provisions of Section 2(76) of the Companies Act, 2013 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, prior approval of members of the Company by way of passing Ordinary Resolution is required to be sought.

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. Ashok Kapur. He is a director and shareholder in the Company.
2	The nature, duration of the contract and particulars of contract or arrangement	The Company intends to sell 5 (five) units in its project “Waterfall Residences” located at Sector 36A, Gurgaon, Haryana – 122004, to Mr. Ashok Kapur.
3	The material terms of the contract or arrangement including the value, if any	Material Terms: As per draft agreement which shall be placed before the Board. Total value: Rs, 8,27,11,290 /- (excluding registration charges and stamp duty on conveyance deed)
4	Any advance paid or received for the contract or arrangement, if any	None

Regd. 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

Website: www.krisumi.com

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

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 rationale for not considering those factors	Yes
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 resolution set out at Item No. 1 as an **Ordinary Resolution**.

**For and on behalf of the Board of Directors of
Krisumi Corporation Private Limited**

Yusuke Hagino

Whole Time Director

DIN: 08116297

Address: Flat No. CTE 212, 21st Floor,
DLF The Crest, Gurgaon-122002, Haryana, India

Date: 07.02.2020

Place: Gurugram

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

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: Kriusmi Corporation Private Limited

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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

I/We, being the Member(s) of _____Equity Shares of the above named Company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Extra-Ordinary General Meeting of the Company, to be held on Friday, the 7th day of February, 2020 at 10:30 A.M at 4th Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurugram – 122001, Haryana and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this ___ day of February, 2020.

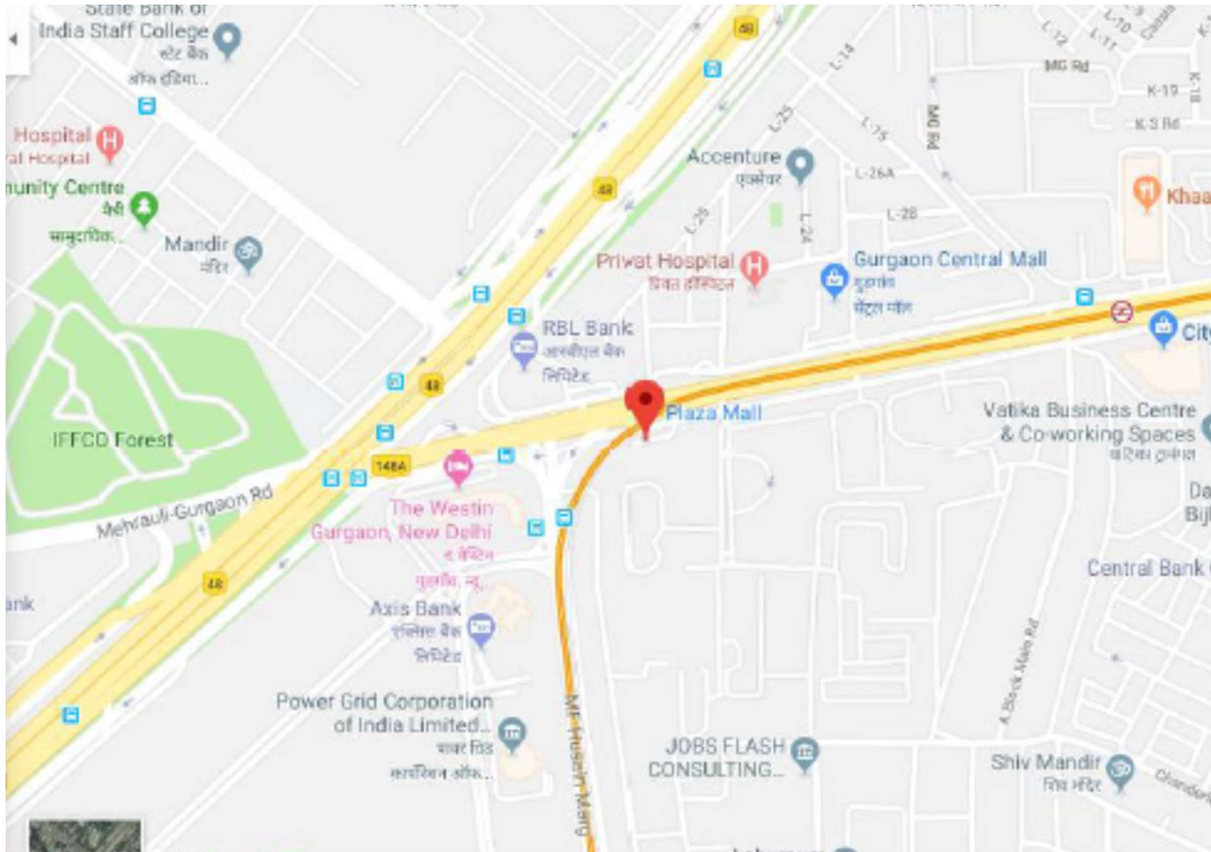
Signature of shareholder(s)

Signature of Proxy holder(s)

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

ROUTE MAP



Regd. 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
Website: www.krisumi.com