

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

NOTICE OF 23RD EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 23rd Extra-ordinary General Meeting of the members of Krisumi Corporation Private Limited is scheduled to be held on Monday, the 28th day of June 2021 at 02:00 P.M at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector-53, Gurgaon-122001, Haryana, India at a shorter notice to consider and transact the following business as under:

SPECIAL BUSINESS:

1. Alteration of existing Articles of Association to conform with the Post- Merger JVA

To consider and if thought fit to pass, with or without modification(s), the following resolutions 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 as approved by the Board, be and is hereby approved in supersession of the existing articles of association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the abovementioned resolution, any of the Directors of the Company or Company Secretary, be and are 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**

Sd/-

**Jairaj Vikas Verma
Company Secretary
M. No. F10542**

Date: 28.06.2021

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 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

(CIN- U70200HR2012PTC064545)

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Special Business:

Resolution at Item No. 1:

The members are informed that the existing articles of association of the Company (“**Articles**”) are required to be altered and substituted with a new set of articles of association in order to conform with the Post Merger Joint Venture Agreement executed by and between the Company, RD Propcon Private Limited, Sumitomo Corporation, Mr. Ashok Kapur, Mr. Sunandan Kapur and SKH Sheet Metals Components Private Limited (“**Post Merger JVA**”).

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 working 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**.

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

Sd/-

Jairaj Vikas Verma
Company Secretary
M. No. F10542

Date: 28.06.2021

Place: Gurugram

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

ATTENDANCE SLIP

23rd Extra-Ordinary General Meeting: Monday, the 28th day of June 2021 at 02:00 P.M. at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector-53, Gurgaon-122001, Haryana.

Regd. Folio No.:

No. of shares held:

I certify that I am registered shareholder of the Company and hereby record my presence at the 23rd Extra-Ordinary General Meeting of the Company on Monday, the 28th day of June 2021 at 02:00 P.M. at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector-53, Gurgaon-122001, Haryana.

Member's/Proxy's name in Block Letters:

Name of the Authorized Representative:

Member's/ Authorized Representative's/Proxy's Signature:

KRISUMI CORPORATION 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: Krisumi Corporation Private Limited

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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

I/We, being the Member(s) of _____ 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 Monday, the 28th day of June 2021 at 02:00 P.M. at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector-53, Gurgaon-122001, Haryana and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of June, 2021.

Signature of shareholder(s)

Signature of Proxy holder(s)

Regd. office: 3rd Floor, Central Plaza Mall, Golf Course Road, Sector-53, Gurgaon, Haryana- 122001

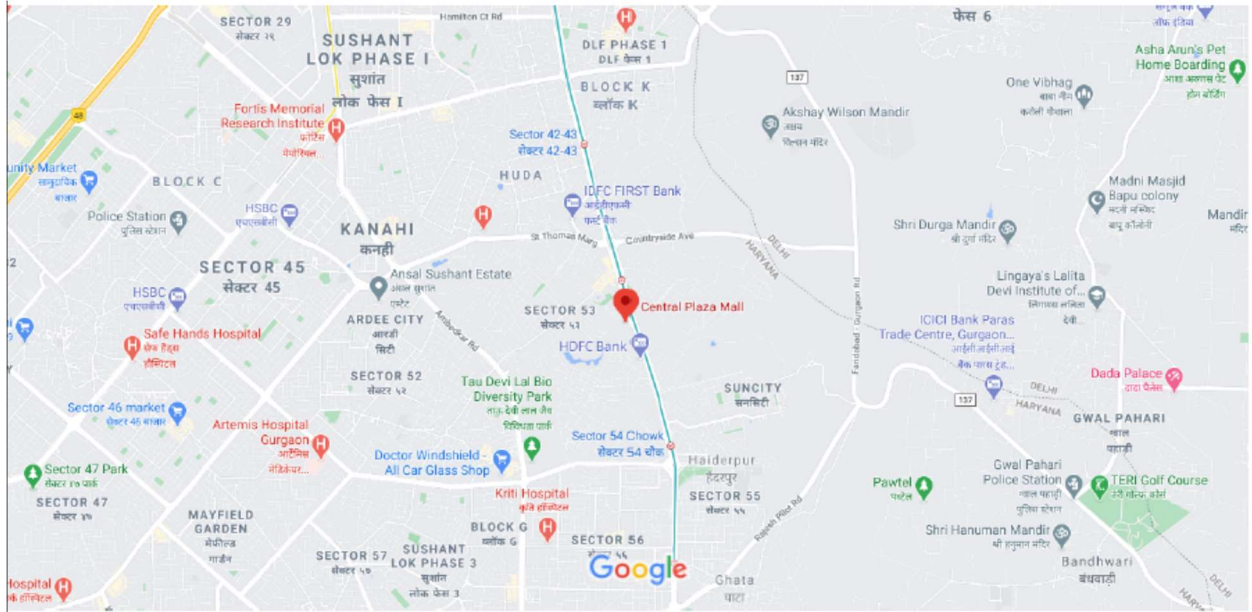
Corporate office: 461-462, Udyog Vihar, Phase -III, Gurgaon, Haryana -122016

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 24TH EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 24th Extra-ordinary General Meeting of the members of Krisumi Corporation Private Limited is scheduled to be held on Monday, the 5th day of July 2021 at 11:30 A.M at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector-53, Gurgaon-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 Sumitomo Corporation, Japan (“Sumitomo”) as the offeree of 50,00,000 Series B Compulsorily Convertible Debentures (“Series B CCDs”) of INR 100 each and to approve the draft offer letter in Form PAS-4**

To consider and if thought fit to pass, with or without modification(s), the following resolutions 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 50,00,000 Series B Compulsorily Convertible Debentures (“Series B CCDs”) of INR 100 each at a price of INR 100 each, on such terms and conditions as approved by the Board, based on the valuation report dated 1st July, 2021, aggregating to INR 50,00,00,000 (Indian Rupees Fifty Crore Only) to Sumitomo Corporation, Japan (the “proposed offeree”) by way of private placement as under:

S. No.	Name of the Offeree	No. of Series B CCDs of face value of INR 100 each	Subscription Amount (INR)
1.	Sumitomo Corporation	50,00,000	50,00,00,000
Total		50,00,000	50,00,00,000

RESOLVED FURTHER THAT the draft offer letter cum application form in Form PAS - 4 (“Offer Letter”) serially numbered and addressed to proposed offeree, 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 Series B 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

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

they may, in their absolute discretion, deem necessary, desirable, incidental or expedient for issue or allotment of the said Series B 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 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 Series B 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 Series B CCDs.”

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

Sd/-

**Jairaj Vikas Verma
Company Secretary
M. No. F10542**

Date: 05.07.2021

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 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

(CIN- U70200HR2012PTC064545)

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Special Business:

Resolution at Item No. 1:

The Company is contemplating offering 50,00,000 (Fifty Lakh Only) Series B Compulsorily Convertible Debentures (“Series B 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, by way of an offer letter (“**Offer Letter**”) which shall be prepared by the Board as per the provisions of the Companies Act, 2013 and the rules enacted thereunder (“**Offer**”).

The justification for the price of the Series B 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 Series B 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.

2. Size of the proposed issue of Series B CCDs

Number of Series B CCDs	Type	Name of the offeree(s)	Nominal value of Shares	Price per equity share	Total amount sought to be raised
50,00,000	Series B CCDs	Sumitomo Corporation, Japan	INR 100 (Indian Rupees One Hundred Only)	INR 100 (Indian Rupees One Hundred Only)	50,00,00,000

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

The Series B 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 01.07.2021 (“**Valuation Report**”) submitted by Madhvi Takiar Sehgal (Registered valuer), the registered valuer.

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

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

Relevant date for the purpose of issue price is 31.05.2021 as mentioned in valuation report dated 01.07.2021

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

The offer for the issuance of the Series B CCDs are being made to Sumitomo Corporation, Japan.

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 Series B CCDs in the Offer.

8. Offer Period:

The Offer for issue of the Series B 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 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 Series B 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 Corporation.

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:

None

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	<i>Promoters' holding:</i>				
1	Indian:				

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

	Individual	40,79,06,687	49.92%	40,79,06,687	49.92%
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	40,79,06,687	50.00%	40,79,06,687	50.00%
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution :	-	-	-	-
	Private Corporate Bodies	3,06,50,070	3.50%	3,06,50,070	3.50%
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others - Foreign Company	43,85,56,757	50.00%	43,85,56,757	50.00%
	Sub Total(B)	46,92,06,827	50.00%	46,92,06,827	50.00%
	Total	87,71,13,514	100%	87,71,13,514	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 :	-	-	-	-

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

	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.

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 a **Special Resolution**.

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

Sd/-

Jairaj Vikas Verma
Company Secretary
M. No. F10542

Date: 05.07.2021

Place: Gurugram

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

ATTENDANCE SLIP

24th Extra-Ordinary General Meeting: Monday, the 5th day of July 2021 at 11:30 A.M. at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector-53, Gurgaon-122001, Haryana.

Regd. Folio No.:

No. of shares held:

I certify that I am registered shareholder of the Company and hereby record my presence at the 24th Extra-Ordinary General Meeting of the Company on Monday, the 5th day of July 2021 at 11:30 A.M. at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector-53, Gurgaon-122001, Haryana.

Member's/Proxy's name in Block Letters:

Name of the Authorized Representative:

Member's/ Authorized Representative's/Proxy's Signature:

KRISUMI CORPORATION 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: Krisumi Corporation Private Limited

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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

I/We, being the Member(s) of _____ 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 Monday, the 5th day of July 2021 at 11:30 A.M. at 3rd Floor, Central Plaza Mall, Golf Course Road, Sector-53, Gurgaon-122001, Haryana and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of July, 2021.

Signature of shareholder(s)

Signature of Proxy holder(s)

Regd. office: 3rd Floor, Central Plaza Mall, Golf Course Road, Sector-53, Gurgaon, Haryana- 122001

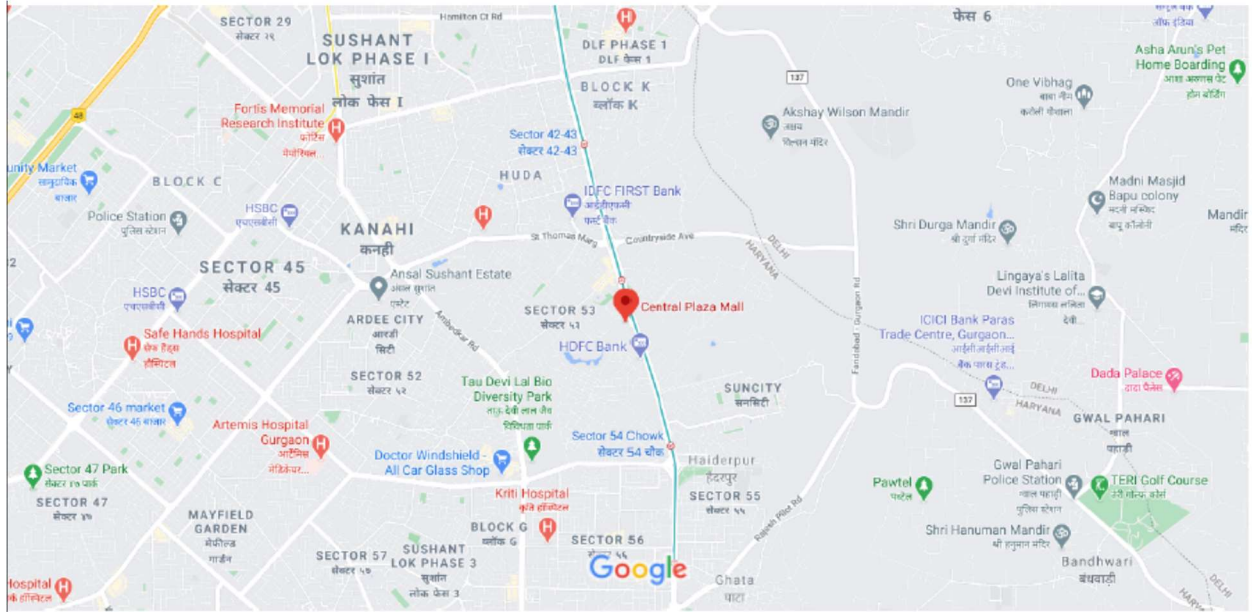
Corporate office: 461-462, Udyog Vihar, Phase -III, Gurgaon, Haryana -122016

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