

# **KRISUMI CORPORATION PRIVATE LIMITED**

(CIN- U70200HR2012PTC064545)

## **NOTICE**

**NOTICE** is hereby given that the Eleventh (11<sup>th</sup>) Annual General Meeting of the members of Krisumi Corporation Private Limited (the "Company") will be held on Wednesday, 27<sup>th</sup> day of September 2023 at 05:00 P.M. at Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram - 122004, Haryana, India, at a shorter Notice to consider and transact the following business as under:

### **ORDINARY BUSINESS**

#### **ITEM NO. 1**

##### **ADOPTION OF AUDITED FINANCIAL STATEMENTS**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2023 together with the Reports of the Board of Directors and Auditors thereon, and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2023 together with the Reports of the Board of Directors and Auditors thereon, which have been circulated amongst the members be and are hereby approved and adopted."

### **SPECIAL BUSINESS:**

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

##### **REGULARISATION OF MR. RYUHEI ONO AS DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company, Mr. Ryuhei Ono, having DIN: 10063776, who was appointed as an Additional Director with effect from March, 24, 2023 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any of the director of the Company, be and are hereby severally authorized to sign and file e-Forms as may be necessary with the Ministry of Corporate Affairs and do all acts deeds and things as may be required in this regard."

#### **ITEM NO. 3**

# **KRISUMI CORPORATION PRIVATE LIMITED**

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## **Approval for 8<sup>th</sup> amendment of the lease deed entered by the Company with Velvet Infrastructure Private Limited**

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

**RESOLVED THAT** pursuant to Section 188 of the Companies Act 2013 (the "Act") or rules made thereunder or any other applicable provisions of the Act, including any statutory modification or re-enactment thereof, consent of the members of the Company be and is hereby accorded to further amend the lease deed dated 06.06.2016 for extending the lease tenure by further 11 (eleven) months w.e.f. 2<sup>nd</sup> October, 2023.

**RESOLVED FURTHER THAT** the directors of the Company and Mr. Akash Khurana, Authorised Signatory, be and is hereby severally authorized to negotiate, finalize and execute the Eighth Amendment of the 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 resolution."

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

Sd/-

**MOHIT JAIN  
MANAGING DIRECTOR  
DIN: 00024521**

**PLACE: GURUGRAM**

**DATE: 27.09.2023**

### **NOTES:**

1. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority letter, as applicable
2. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of anybody corporate which is a shareholder of the Company, unless a certified copy of the resolution appointing him/her as duly authorized representative has been deposited at the Registered Office of the Company before the commencement of the meeting.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the meeting, is annexed hereto.

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4. All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all days except Saturdays and Sunday, up to and including the date of the Annual General Meeting.
5. Members can inspect the register of director and key managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the meeting at the venue.
6. To prevent fraudulent transaction, members are advised to exercise due diligence and notify the Company of any change in address of demise of any member as soon as possible.
7. The route map is annexed hereto.
8. For any investor-related queries, communication may be sent by e-mail to "secretarial@krisumi.com".

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

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

Mr. Ryuhei Ono, was appointed as an Additional Director on the Board of the Company w.e.f. 24.03.2023. Pursuant to the provisions of Section 152 of the Companies Act, 2013, the Company wants to regularize his said appointment. In this regard, the Company has already received (i) consent letter in Form DIR-2, pursuant to Sections 152(5) and Rules 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) confirmation of eligibility to be appointed as director in Form DIR-8, pursuant to Sections 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, ("Appointment of Directors Rules").

The Board is of the view that the appointment of Mr. Ryuhei Ono on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 2 for approval by the members of the Company.

Except Mr. Ryuhei Ono, none of the Directors and Key Managerial Personnel of the Company and / or their relatives, are in anyway, directly or indirectly, concerned or interested in this resolution.

In view of the above, the board of directors of the Company recommends the passing of the resolutions set out at Item No. 2 as an **Ordinary Resolution**.

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

A lease deed dated 06.06.2016 was executed between the Company and M/s Velvet Infrastructure Private Limited for taking on lease registered office of the Company situated at 3<sup>rd</sup> Floor, Central Plaza Mall, Golf Course Road, Sector 53, Gurgaon, Haryana-122001, which was further amended on time to time. The existing tenure of the said lease has expired on 01.10.2023, therefore it is required to further amend the lease deed for extending the lease tenure by 11 months.

Since M/s. Velvet Infrastructure Private Limited is a related party of the Company and the amount involved in the said proposed transaction is exceeding the threshold limits as defined under sub rule 3 of rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, 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 mentioned hereunder:

<b>S. No.</b>	<b>Particulars</b>	<b>Remarks</b>
1	Name of the related party	M/s. Velvet Infrastructure Private Limited.
2	Name of the director or key managerial personnel who is related, if any	Mr. Ashok Kapur and Mr. Sunandan Kapur

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3	Nature of Relationship	Mrs. Arti Kapur, wife of Mr. Ashok Kapur and mother of Mr. Sunandan Kapur, Directors of the Company, is a shareholder in Velvet Infrastructure Private Limited.
4	Nature, material terms, monetary value and particulars of contract or arrangement	As per the Lease Deed
5	Any other information relevant or important for the members to take decision on the proposed resolution	None

In view of the above, the board of directors of the Company recommends the passing of the resolution set out at Item No. 3 as an **Ordinary Resolution**.

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

Sd/-

**MOHIT JAIN  
MANAGING DIRECTOR  
DIN: 00024521**

**PLACE: GURUGRAM  
DATE: 27.09.2023**

# **KRISUMI CORPORATION PRIVATE LIMITED**

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## **Form No. MGT-11**

### **Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U70200HR2012PTC064545

Name of the Company: **Krisumi Corporation Private Limited**

Registered Office: Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram – 122004, Haryana, India

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Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

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

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11<sup>th</sup> Annual General Meeting of the Company, to be held on 27<sup>th</sup> day of September 2023 at 05.00 P.M. at : Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram – 122004, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Ordinary Business</b>
1. Adoption of Audited Financial Statements
<b>Special Business</b>
2. Regularisation of Mr. Ryuhei ono as director of the company
3. Approval for 8th amendment of the lease deed entered by the Company with Velvet Infrastructure Private Limited

Signed this..... day of..... 20.....

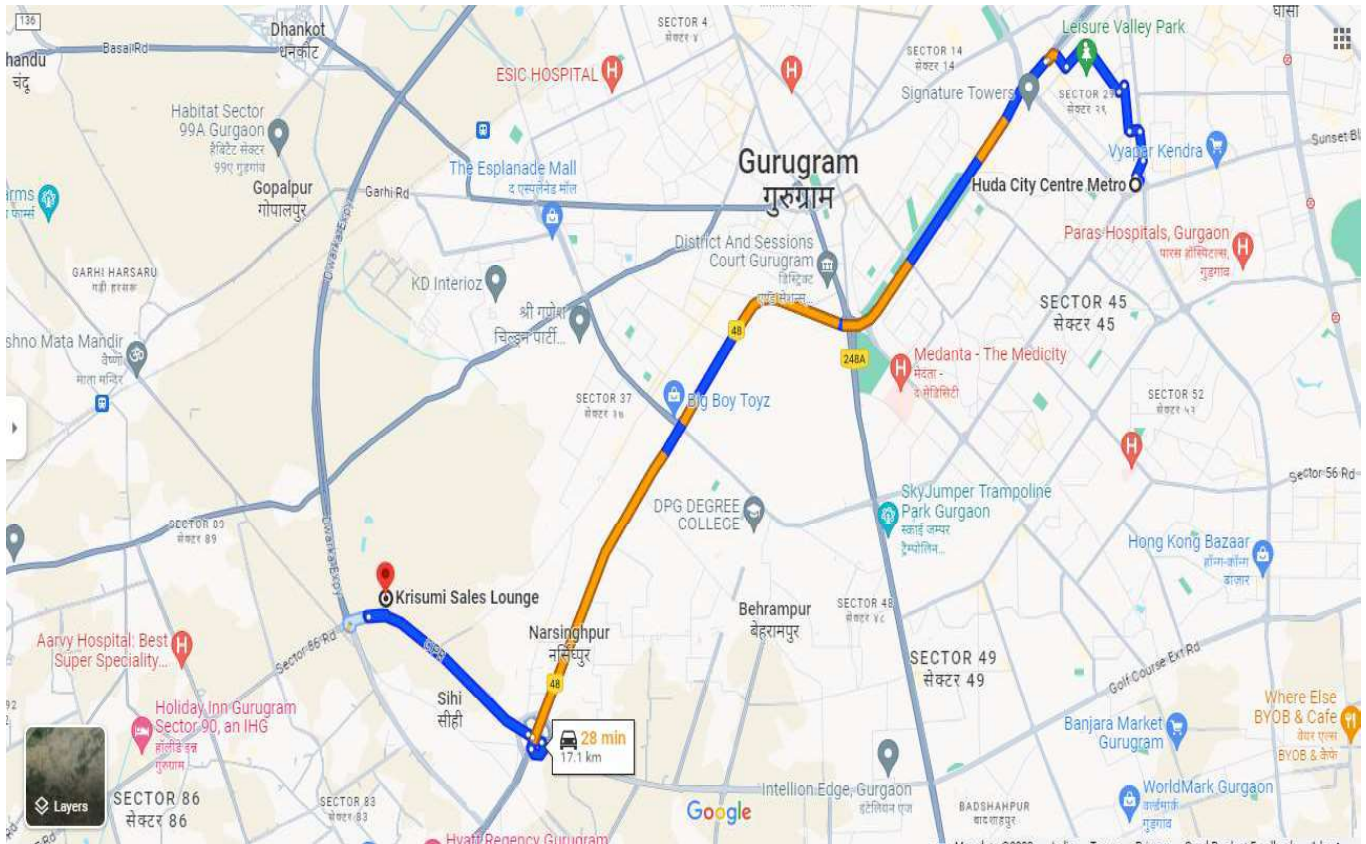
Signature of shareholder

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## **ROUTE MAP TO THE AGM VENUE**

*(Landmark: From Huda City Center Metro Station)*



Address: Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram – 122004, Haryana

# **KRISUMI CORPORATION PRIVATE LIMITED**

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## **ATTENDANCE S`LIP**

**Annual General Meeting:** Wednesday, 27<sup>th</sup> day of September 2023 at 05:00 P.M. at  
Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A,  
Gurugram – 122004, Haryana

Regd. Folio No.:

No. of shares held:

I/We certify that I/we am/are a registered shareholder/Authorized Representative of the registered shareholder/proxy for the registered Shareholder of the Company and hereby record my/our presence at the 11<sup>th</sup> Annual General Meeting of the Company on Wednesday, 27<sup>th</sup> day of September 2023 at 05:00 P.M. at Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram – 122004, Haryana

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

Name of the Authorised Representative:

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

*Note: Please fill this attendance slip and hand it over at the entrance of the hall.*