

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

NOTICE OF 28th EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 28th Extra-Ordinary General Meeting of the members of Krisumi Corporation Private Limited is scheduled to be held on Wednesday, the 20th day of March 2024 at 10:30 A.M. at Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram – 122004, Haryana, at a shorter notice to consider and transact the following business as under:

SPECIAL BUSINESS:

1. APPROVE THE APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 20 March 2024, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No: 301003E/E300005), be and are hereby appointed as statutory auditor of the Company for the financial year 2023-2024, till the conclusion of the next Annual General Meeting of the Company, to fill casual vacancy caused by resignation of M/s. BSR & Co. LLP, Chartered Accountants, FRN 101248W/W-100022 and that they shall conduct the statutory audit for the period ended 31st March, 2024, on such remuneration as may be fixed by the Board of Directors in consultation with M/s. S.R. Batliboi & Co. LLP, Chartered Accountants.”

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


Agam Sandha
Company Secretary
M. No. A40580



Date: 20.03.2024

Place: Gurugram

KRISUMI CORPORATION PRIVATE LIMITED

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NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
- (b) 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.
- (c) 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.
- (d) The Notice of Extra Ordinary General Meeting along with the Attendance Slip and Proxy Form, are attached with the notice.
- (e) Documents referred to in the Notice attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours.
- (f) The route map is annexed hereto.

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

ATTENDANCE SLIP

28th Extra-Ordinary General Meeting: Wednesday, the 20th day of March 2024 at 10:30 A.M. at
Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram – 122004, 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
28th Extra-Ordinary General Meeting of the Company on Wednesday, the 20th day of March 2024 at
10:30 A.M. at Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram – 122004,
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 Wednesday, the 20th day of March 2024 at 10:30 A.M. at Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram – 122004, Haryana and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of March 2024.

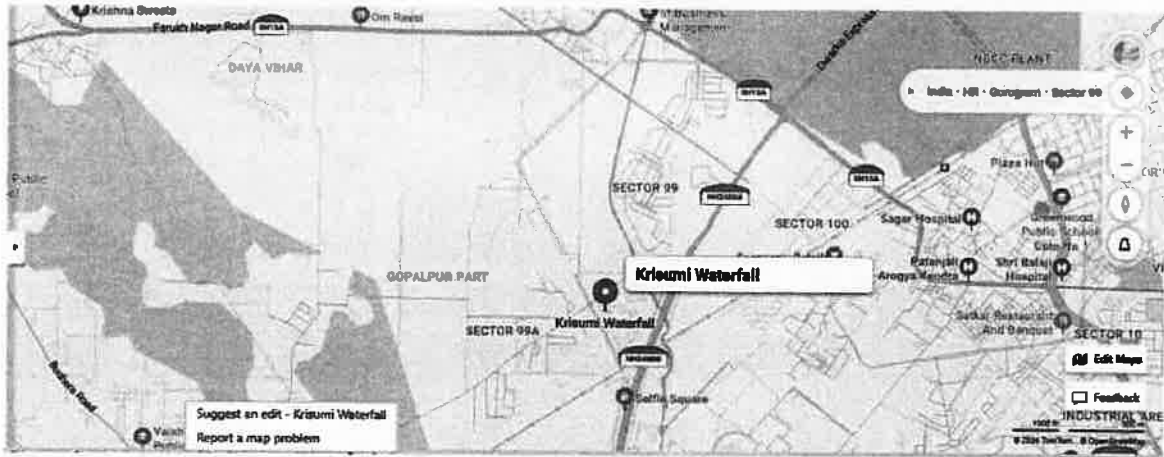
Signature of shareholder(s)

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: Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram, Haryana - 122004
E-mail-ID: info@krisumi.com, Website: www.krisumi.com

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

NOTICE OF 27TH EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 27th Extra-ordinary General Meeting of the members of Krisumi Corporation Private Limited is scheduled to be held on Wednesday, the 14th day of June 2023 at 01:00 P.M. at Krisumi Sales Lounge, Sector 36A, Near Dwarka Expressway, Gurugram-122004, Haryana, India, at a shorter notice to consider and transact the following business as under:

SPECIAL BUSINESS:

1. Approval of transactions proposed to be entered with Related Parties for sale of flat(s)/Apartment(s) in Company's project "Waterfall Suites"

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

"RESOLVED THAT pursuant to Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for entering into transactions with following related parties of the Company in respect of sale of flat(s)/apartment(s) in Company's project "Waterfall Suites" located at Sector 36A, Gurugram, Haryana - 122004, on such terms and conditions as approved by the Board:

S. No.	Name of Related Party	Nature of Relation
1.	Mr. Ashok Kapur	Director of the Company and Father of Mr. Sunandan Kapur, Director and Member
2.	Mr. Brij Mohan Kapur	Brother of Mr. Ashok Kapur, Director
3.	M/s. Moonlight Advisors LLP	Mr. Mohit Jain, Managing Director of the Company, and his wife are partners in M/s. Moonlight Advisors LLP.

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."

2. Amendment in Technical Advisory Services Agreement executed with Sumitomo Corporation, Japan

KRISUMI CORPORATION PRIVATE LIMITED

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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 and subject to the necessary approval(s) required from Reserve Bank of India ("RBI"), if any, the consent of the members of the Company be and is hereby accorded to execute an addendum to the Technical Advisory Services Agreement dated 31st March 2021 executed by the Company with Sumitomo Corporation, Japan, to extend the term of the agreement till 31st March 2024, as per draft approved by the Board.

RESOLVED FURTHER THAT the directors of the Company and Mr. Akash Khurana Authorized Signatory, be and are hereby severally authorized for and on behalf of the Company, to 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 resolutions."

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

Sd/-

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

Date: 14.06.2023
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.

KRISUMI CORPORATION PRIVATE LIMITED

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Special Business:

Item No. 1

The members are informed that the Company has proposed to enter into transactions with its related parties in respect of sale of flat(s)/apartment(s) in its project "Waterfall Suites" located at Sector 36A, Gurugram – 122004, Haryana.

Pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder, prior approval of the Board of Directors of the Company has already been sought for entering such transactions.

Further, the amount involved in the said transaction is exceeding the threshold limits as defined under sub rule 3 of rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014. Thus, approval of members of the Company by way of passing Ordinary Resolution is also required.

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

S. No.	Name of related party and nature of relationship	The nature, duration of the contract and particulars of contract or arrangement	The material terms of the contract or arrangement including the value, if any	Any advance paid or received for the contract or arrangement, if any	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	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	Any other information relevant or important for the Board to take decision on the proposed transaction
1.	Mr. Ashok Kapur (Director of the Company and Father of Mr. Sunandan Kapur,	Sale of 10 flats in project "Waterfall Suites"	Total Price: Rs. 14,51,72,155/-*	NIL	The prices and other terms are determined on arm length's basis.	Yes	None

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	Director and Member)						
2.	Mr. Brij Mohan Kapur (Brother of Mr. Ashok Kapur, Director)	Sale of 10 flats in project "Waterfall Suites"	Total Price: Rs. 15,03,56,880/-*	NIL	The prices and other terms are determined on arm length's basis.	Yes	None
3.	M/s. Moonlight Advisors LLP (Mr. Mohit Jain, Managing Director of the Company and his wife are partners in M/s. Moonlight Advisors LLP)	Sale of 10 flats in project "Waterfall Suites"	Total Price: Rs. 14,51,72,155/-*	NIL	The prices and other terms are determined on arm length's basis.	Yes	None

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 an **Ordinary Resolution**.

Item No. 2

The members are informed that the Company had executed an agreement with Sumitomo Corporation, Japan, on 31st March 2021 to avail technical advisory services for its project namely "Waterfall Residences" located at Sector 36A, Gurugram, Haryana. Since the term of the said agreement expires on 30th June 2023, the Company and Sumitomo Corporation have mutually agreed to extend the term of the said agreement till 31st March 2024.

It is further informed that since Sumitomo Corporation, Japan, is a related party to the Company, consent of the Board of Directors of the Company has already been sought.

Further, the amount involved in the said proposed transaction is exceeding the threshold limits as defined under sub rule 3 of rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014. Thus, prior approval of members of the Company by way of passing an Ordinary Resolution is also required.

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

S. No.	Particulars	Remarks
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KRISUMI CORPORATION PRIVATE LIMITED

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1	Name of related party and nature of relationship	Sumitomo Corporation, Japan Sumitomo Corporation, Japan, is a JV Partner and shareholder in the Company.
2	The nature, duration of the contract and particulars of contract or arrangement	To execute an addendum to the technical advisory services agreement dated 31.03.2021 to extend the term of the agreement till 31.03.2024.
3	The material terms of the contract or arrangement including the value, if any	As per the agreement dated 31.03.2021.
4	Any advance paid or received for the contract or arrangement, if any	None
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 price has been decided mutually by both the parties
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 resolutions set out at Item No. 2 as an **Ordinary 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: 14.06.2023

Place: Gurugram

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

ATTENDANCE SLIP

27th Extra-Ordinary General Meeting: Wednesday, the 14th day of June 2023 at 01:00 P.M. at Krisumi Sales Lounge, Sector 36A, Near Dwarka Expressway, Gurugram-122004, Haryana, India.

Regd. Folio No.:

No. of shares held:

I certify that I am registered shareholder of the Company and hereby record my presence at the 27th Extra-Ordinary General Meeting of the Company on Wednesday, the 14th day of June 2023 at 01:00 P.M. at Krisumi Sales Lounge, Sector 36A, Near Dwarka Expressway, Gurugram-122004, Haryana, India at shorter notice.

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 Wednesday, the 14th day of June 2023 at 01:00 P.M. at Krisumi Sales Lounge, Sector 36A, Near Dwarka Expressway, Gurugram-122004, Haryana, India. and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No. 1:

Signed this.....day of _____ 2023.

Signature of shareholder(s)

Signature of Proxy holder(s)

Resolution No. 2:

Signed this.....day of _____ 2023.

Signature of shareholder(s)

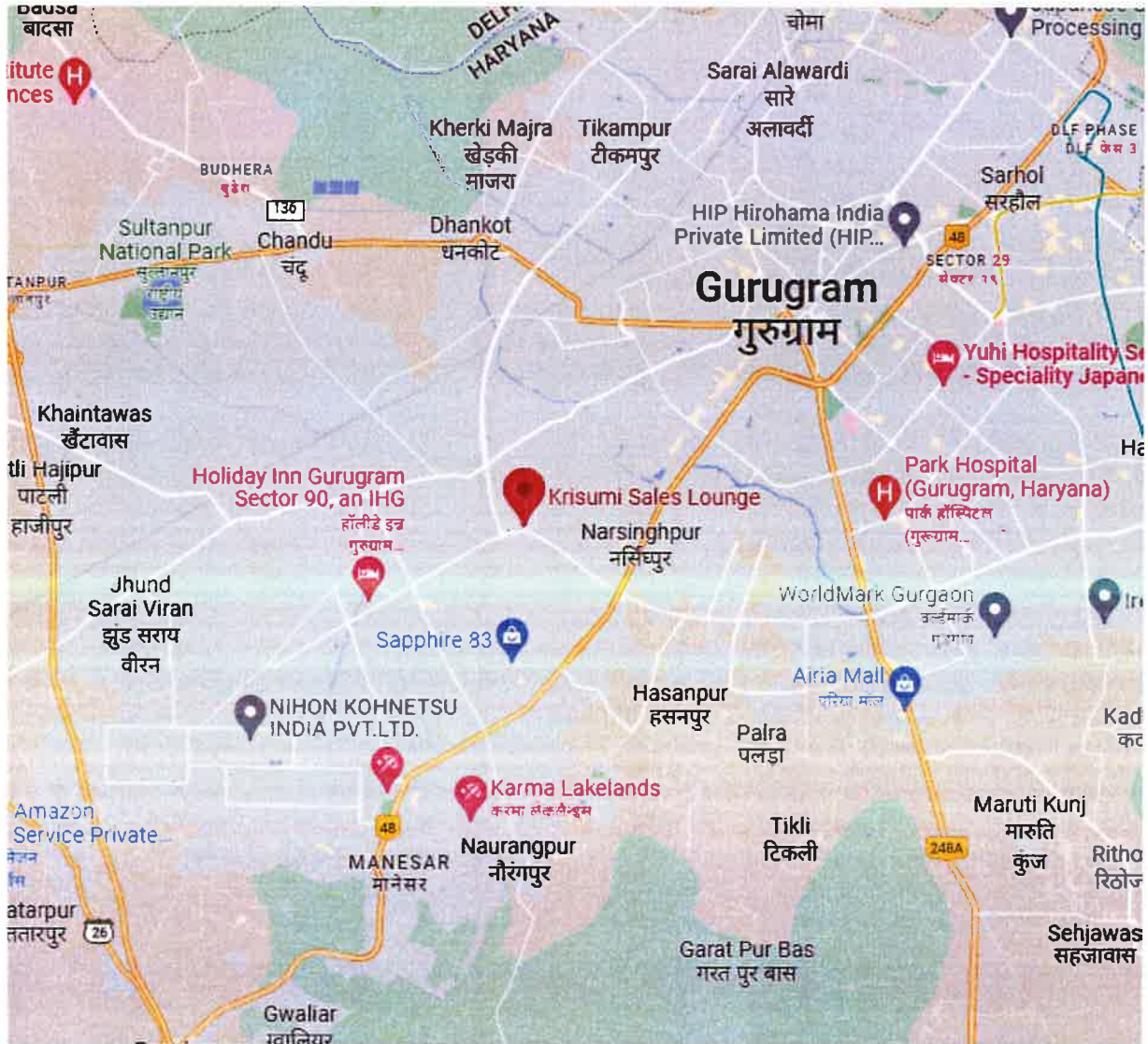
Signature of Proxy holder(s)

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



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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

