

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

NOTICE OF 29th EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 29th Extra Ordinary General Meeting of the members of Krisumi Corporation Private Limited ('**KCPL**' or '**Company**') will be held at shorter notice on 27th day of September 2024 at 12:30 P.M. (IST) at Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram, Haryana, India, 122004 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE CHANGE THE NATURE OF 20,00,000 (TWENTY LAKH) SERIES B COMPULSORILY CONVERTIBLE DEBENTURES ("SERIES B CCDS") TO OPTIONALLY REDEEMABLE CONVERTIBLE DEBENTURES ("ORCDs") BY VARYING THE TERMS OF ISSUE

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 Section 47, Sections 48 and Section 71 of the Companies Act, 2013 ("**Act**") and other applicable provisions of the Act and the rules and regulations made thereunder and the enabling provisions of the Memorandum and Articles of Association of the Company, if any and agreed to by the Board of Directors of the Company, and as per the receipt of written consent from the Debenture holder(s), the approval of equity shareholders of the Company be and is hereby accorded to change the nature of 20,00,000 (Twenty Lakh) Series B Compulsory Convertible Debentures of the face value of INR. 100/- (Rupees One Hundred only) each (hereinafter referred to as "**Series B CCDs**") held by Comfort Trims Private Limited ("**CTPL**") from "**Compulsorily Convertible Debentures**" to "**Optionally Redeemable Convertible Debentures**" by varying the terms of issue of CCDs, and that these Debentures hereinafter shall be termed as "**Optionally Redeemable Convertible Debentures (ORCDs)**."

"RESOLVED FURTHER THAT subject to the applicable provisions of the Act, the enabling provisions of the Memorandum and Articles of Association, and the receipt of written consent from the Debenture holder(s), the revised terms of ORCDs, as approved by the equity shareholders, be as follows:

Type of Instrument	Optionally Redeemable Convertible Debentures ("ORCDs")
Face Value	INR 100/- per Debenture
Nature of Instrument	The ORCDs shall be unsecured, redeemable, and optionally convertible into Class D equity shares of the Company.
Tenure	1 (One) Year from the date of issuance
Interest	(a) Interest on the face value of the ORCDs or so much thereof as is outstanding from time to time on a reducing balance basis shall be calculated at the rate of 9% (nine percent) per annum. (b) The interest shall accrue on 31st March of every year, however, it shall be payable only after the expiry of 1 year.

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

Conversion	<p>(a) The holder(s) of ORCDs shall have the option to convert the ORCDs, in one or more tranches, partly or fully into Class D equity shares of the Company, at their discretion, at any time during the tenure of the ORCDs.</p> <p>(b) The conversion ratio of the ORCDs is not being determined at the time of issue but shall be determined at the time of conversion and will be based on the fair value of Class D equity shares at the time of conversion. The formula for the conversion ratio is defined below:</p> $\text{Number of Class D equity shares to be issued for each ORCD} = \frac{\text{Face value of ORCD}}{\text{Fair value of Class D equity shares at the time of conversion}}$ <p>(c) All Class D equity shares collectively shall carry 1 vote in the Company.</p>
Dividend	<p>Upon conversion of the ORCDs into Class D Equity Shares, holder(s) of the ORCDs shall be entitled to participate in the dividend on such Class D Equity Shares as determined by the Board of Directors of the Company in subordination to all existing classes of equity shares, i.e., Class A equity shares, Class B equity shares, and Class C equity shares.</p>
Security	<p>Unsecured</p>
Redemption	<p>The holder(s) of the ORCDs shall have the right to opt for redemption at any time during the tenure of the ORCDs. The redemption price shall be at par.</p> <p>Once the holder opts for redemption, the Company shall seek and obtain all requisite approvals as may be necessary. Redemption shall take place only after the requisite preapproval(s) is/ are obtained.</p> <p>Redemption shall become due in 90 days from the date of receipt of Notice for Redemption by the holder(s) of the ORCDs.</p>

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution the Directors of the Company and Company Secretary of the Company, be and are hereby jointly and severally authorized to cancel the existing debenture certificates and to issue fresh certificates for the ORCDs, under the revised terms of the issue.

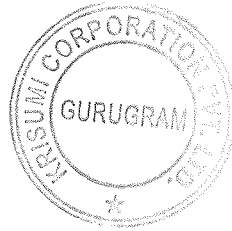
RESOLVED FURTHER THAT the Directors of the Company and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to giving effect to above resolution, including but not limited to initialing, signing, attesting and filing of necessary applications, forms with the Registrar of Companies and all other regulatory authorities, as maybe necessary, and to comply with all requirements in this regard.

RESOLVED FURTHER THAT a copy of this resolution certified to be true by any Director or the Company Secretary of the Company be forwarded to whomsoever concerned or interested in this regard."

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

By the order of the Board of Directors
For Krisumi Corporation Private Limited



Agam Sandha
Company Secretary
Membership no.: A40580

Place: Gurgaon
Date: 27.09.2024

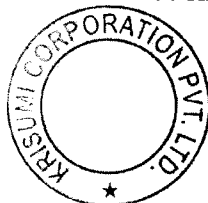
NOTES:

- (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.

Annexure/Attachments:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013

By the order of the Board of Directors
For Krisumi Corporation Private Limited



Agam Sandha
Company Secretary
Membership no.: A40580

Place: Gurgaon
Date: 27.09.2024

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

ANNEXURE -1

EXPLANATORY STATEMENT IN PURSUANCE TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: TO CONSIDER AND APPROVE CHANGE THE NATURE OF 20,00,000 (TWENTY LAKH) SERIES B COMPULSORILY CONVERTIBLE DEBENTURES ("SERIES B CCDs") TO OPTIONALLY REDEEMABLE CONVERTIBLE DEBENTURES ("ORCDs") BY VARYING THE TERMS OF ISSUE

The Board of Directors of the Company, after due deliberation and consideration, proposes to modify the nature of 20,00,000 (Twenty Lakh) Series B Compulsorily Convertible Debentures ("**Series B CCDs**") currently held by Comfort Trims Private Limited ("**CTPL**") to Optionally Redeemable Convertible Debentures ("**ORCDs**") by varying the original terms of issue.

*Pursuant to Section 48 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, since the share capital of company is divided into different classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of not less than three -fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class.*

Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.

Initially, the Company intended to convert a total of 50,00,000 (Fifty Lakh) Series B CCDs into ORCDs. However, Sumitomo Corporation has expressed its preference not to change the nature of their holding of 30,00,000 (Thirty Lakh) Series B CCDs to ORCDs. Sumitomo Corporation has, however, provided their no objection if Company changes the nature of the remaining 20,00,000 (Twenty Lakh) Series B CCDs held by CTPL to ORCDs by varying the terms of issue of CCDs.

In light of the consent from CTPL, the Board of Directors of the Company has recommended to change the nature of the only 20,00,000 (Twenty Lakh) Series B CCDs held by CTPL to ORCDs by varying the terms of issue of CCDs, subject to the approval of equity shareholders of the Company via Special Resolution at the Extra-Ordinary General meeting.

The revised terms of the ORCDs, as proposed by the Company and approved by JV Partners, are as follows:

Type of Instrument	Optionally Redeemable Convertible Debentures (" ORCDs ")
Face Value	INR 100/- per Debenture
Nature of Instrument	The ORCDs shall be unsecured, redeemable, and optionally convertible into Class D equity shares of the Company.
Tenure	1 (One) Year from the date of issuance
Interest	(a) Interest on the face value of the ORCDs or so much thereof as is

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

	<p>outstanding from time to time on a reducing balance basis shall be calculated at the rate of 9% (nine percent) per annum.</p> <p>(b) The interest shall accrue on 31st March of every year, however, it shall be payable only after the expiry of 1 year.</p>
Conversion	<p>(a) The holder(s) of ORCDs shall have the option to convert the ORCDs, in one or more tranches, partly or fully into Class D equity shares of the Company, at their discretion, at any time during the tenure of the ORCDs.</p> <p>(b) The conversion ratio of the ORCDs is not being determined at the time of issue but shall be determined at the time of conversion and will be based on the fair value of Class D equity shares at the time of conversion. The formula for the conversion ratio is defined below:</p> $\text{Number of Class D equity shares to be issued for each ORCD} = \frac{\text{Face value of ORCD}}{\text{Fair value of Class D equity shares at the time of conversion}}$ <p>(c) All Class D equity shares collectively shall carry 1 vote in the Company.</p>
Dividend	<p>Upon conversion of the ORCDs into Class D Equity Shares, holder(s) of the ORCDs shall be entitled to participate in the dividend on such Class D Equity Shares as determined by the Board of Directors of the Company in subordination to all existing classes of equity shares, i.e., Class A equity shares, Class B equity shares, and Class C equity shares.</p>
Security	<p>Unsecured</p>
Redemption	<p>The holder(s) of the ORCDs shall have the right to opt for redemption at any time during the tenure of the ORCDs. The redemption price shall be at par.</p> <p>Once the holder opts for redemption, the Company shall seek and obtain all requisite approvals as may be necessary. Redemption shall take place only after the requisite preapproval(s) is/ are obtained.</p> <p>Redemption shall become due in 90 days from the date of receipt of Notice for Redemption by the holder(s) of the ORCDs.</p>

The Board of Directors believes that this change in nature of CCDs is in the best interest of the Company, its shareholders and other security holders and accordingly recommends the approval of the resolution set out in Item No. 1 as a Special Resolution.

The additional information as per Section 102(1) (a) and (b) of the Companies Act, 2013 is as follows:

- a. The nature of concern or interest, financial or otherwise, if any, of:
 - i. Every director and the manager, if any: None of the key managerial personnel of the Company have any concern or interest, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any;

KRISUMI CORPORATION PRIVATE LIMITED

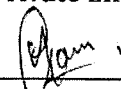
(CIN- U70200HR2012PTC064545)

- ii. Every other key managerial personnel: None of the key managerial personnel of the Company have any concern or interest, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any; and
 - iii. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: None of the key managerial personnel of the Company have any concern or interest, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.
- b. Any other information and facts that may enable the shareholders to understand the meaning, scope and implication of the items of business to take decision thereon: As mentioned above.

The documents related to aforesaid resolution shall be open for inspection at the registered office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on all working days up to and including the date of extraordinary general meeting of the Company.

**By the order of the Board of Directors
For Krisumi Corporation Private Limited**





Agam Sandha
Company Secretary
Membership no.: A40580

Place: Gurgaon
Date: 27.09.2024

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

ATTENDANCE SLIP

29th Extra-Ordinary General Meeting: Friday, the 27th day of September 2024 at 12:30 P.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
29th Extra-Ordinary General Meeting of the Company on Friday, the 27th day of September 2024
at 12:30 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 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: Unit-02, 11th Floor, Emaar Capital Tower-2, MG Road, Sector -26, Gurugram - 122002 (Haryana).

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 27th day of September 2024 at 12:30 P.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 September 2024.

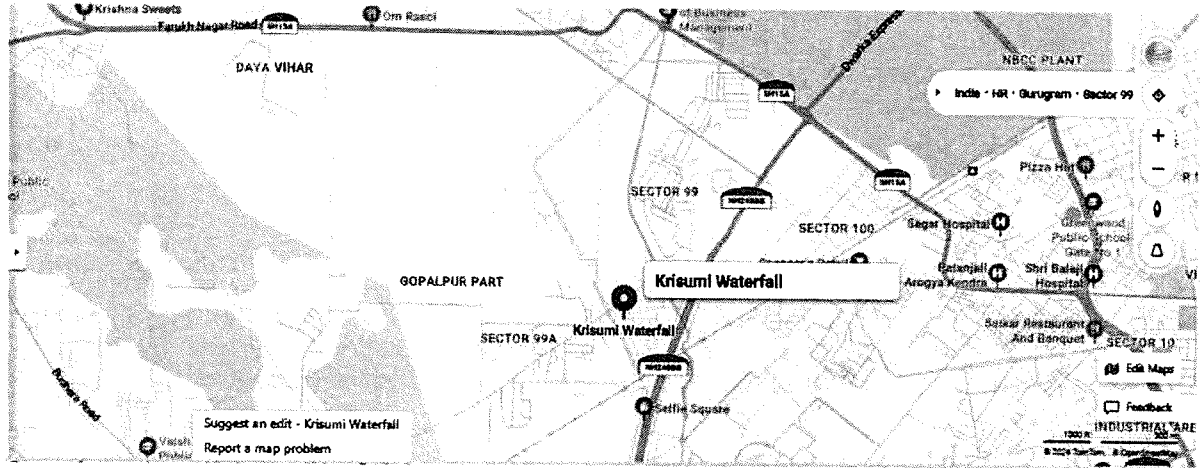
Signature of shareholder(s)

Signature of Proxy holder(s)

KRISUMI CORPORATION PRIVATE LIMITED

(CIN- U70200HR2012PTC064545)

ROUTE MAP



Regd. office: Unit-02, 11th Floor, Emaar Capital Tower-2, MG Road, Sector -26, Gurugram -122002 (Haryana).
Corporate office: Krisumi Sales Lounge, Near Dwarka Expressway, Sector 36A, Gurugram, Haryana - 122004
E-mail-ID: info@krisumi.com, Telephone No.- +91-7026214214, Website: www.krisumi.com

