

KRA Leasing Limited

CIN-L65993DL1990PLC039637

Regd. Office:-C-20,SMA, Co-Operative Industrial Estate,GT Karnal Road,Delhi-110033

Website: www.kraleasing.com: Ph:+91-124-4746817

Corp. Office: Plot No.03, Sector-11, IMT Manesar, Gurugram, Haryana-122050

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of **KRA Leasing Limited** will be held on **Monday, June 05th, 2023** at **01.00 P.M** at C-20, SMA Co-Operative Industrial Estate, G T Karnal Road, Delhi-110033 through audio visual mode to transact the following business:-

SPECIAL BUSINESS:

- 1. To approve proposed related party transaction(s) for the financial year 2023-24 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:-**

“Resolved that pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules under Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the Board of directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with following related party within the meaning of Section 2(76) of the Companies Act, for following purposes, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value as enumerated below for the financial year 2023-24, provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company: -

Name of the Related Party and Nature of Interest	Nature of transaction	Maximum loan Amount Including accrued Interest in Rupees
Jai Kaur Enterprises Private Limited (Company Under Same Management)	Loan Facility	16 Crore
G R Sales Private Limited (Company Under Same Management)	Loan Facility	12 Crore
Plexus Properties LLP (LLP Under Same Management)	Loan Facility	17 Crore

Resolved further that Mr. Rajesh Mehra, Managing Director of the Company be and is hereby authorized to sign any document on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution.”

- 2. To approve and ratify the related party transactions for the financial year 2022-2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:-**

“Resolved that pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules under Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to approve and ratify the related party transactions/excess related party transactions carried out during the financial year 2022-2023 between Company and other related parties as mentioned below: -

Name of the Related Party and Nature of Interest	Nature of transaction	Maximum loan Amount Including accrued Interest in Rupees
Disha Mehra (Director's Relative)	Loan Facility	1.25 crore
Ranbir Raj Mehra (Director's Relative)	Loan Facility	3.00 Crore
Sweet Hospitality Private Limited (Company under same management)	Loan Facility	1.03 Crore
Vidhi Mehra (Director Relative)	Loan Facility	3.70 Crore
Vidhi Ranbir Mehra (Director Relative)	Loan Facility	4.85 Crore

Resolved further that Mr. Rajesh Mehra, Managing Director of the Company be and is hereby authorized to sign any document on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution.”

For KRA Leasing Limited

Sd/-

Prashi Saxena

Company Secretary & Compliance Officer

Membership No:--ACS-66481

Place: Gurugram

Date:06thMay 2023

Notes:-

1. In continuation of earlier circulars, Ministry of Corporate Affairs vide its General Circular No.02/2022 dated 05th May 2022 allowed to hold Extra-Ordinary General Meeting through Video Conferencing (VC) or other audio visual means (OAVM) in accordance with the requirements provided in paragraph 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020, therefore physical attendance of the Members to the EGM venue is not required and Extra-Ordinary general meeting (EGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, EGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-EGM'.
3. Since this e-EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. **Accordingly, the facility for appointment of proxies by the members will not be available for the e-EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the e-EGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to fcsdebasis@gmail.com.
5. The facility of joining the e-EGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the e-AGM, i.e., from 12.45 P.M to 01.15 P.M. and will be available on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
6. Institutional investors, who are members of the Company are encouraged to attend and vote at the EGM of the Company.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic / demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
8. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
9. In terms of sections 101 of the Act, read with the rules made thereunder, the listed companies may send the notice of e-EGM by electronic mode & also through courier. Members may note that the EGM Notice will also be available on the Company's website and also website of the stock exchange.

10. To receive communications through electronic means, Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA. Members are requested to register their email id and support the green initiative efforts of the Company.
11. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
12. **With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.**
13. SEBI vide its notification dated 8th June 2018 as amended on 30th November 2018, has stipulated that w.e.f. 01st April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialize their physical holdings.
14. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
15. The Company has been maintaining, inter-alia, the following statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
16. Members who would like to ask questions on the items of the business to be transacted at the meeting can send their questions in advance by emailing to krleasing1990@gmail.com mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
17. Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
18. Since the meeting will be conducted through VC/OAVM facility, the route maps not annexed to this Notice.
19. In case a person becomes a member of the Company after dispatch of e-EGM Notice, and is a member as on the cut-off date for e voting, such person may obtain the user id and password from RTA or by email request to krleasing1990@gmail.com.
20. Only those members/shareholders, who will be present in the e-EGM through video conferencing facility and **have not cast their vote through remote e-voting** and are otherwise not barred from doing so are eligible to vote through e-voting at the EGM. However, members who have voted through remote e-voting may attend the EGM.
21. Members attending the e-EGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER: -

22. Members will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under member login by using the remote e-voting credentials. The link for VC/OAVM will be available in member login under Live Streaming option where the EVSN is displayed.
23. Members are encouraged to join the Meeting through Laptops/I Pads for better experience.
24. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
25. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
26. Members/viewers/Attendee to download the software/app of zoom in advance & ready to connect fast for meeting.
27. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at(company email id).
28. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
29. Upon declaration by the Chairman about the commencement of e-voting at EGM, members shall click on the thumb sign on the left bottom corner of the video screen for voting at thee-EGM, which will take them to the 'Insta - poll' page.
30. Members to click on 'Insta-poll' icon to reach the resolution page and follow the instructions to vote on the resolutions.
31. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on poll at the Extra-Ordinary General Meeting. However, you can attend the meeting and participate in the discussions, if any.
32. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s)of the Shareholders(s) on the cut-off date, i.e. 29th May2023.
33. The voting period commence on 02nd June, 2023 (09:00 AM) and ends on the close of 04th June,2023(5.00 PM). The e- voting module shall also be disabled by CDSL for voting there after.
34. The Scrutinizer will submit his report to the Managing Director or the Company Secretary of the Company after completion of the scrutiny of the e-voting and the results of the e-voting will be announced at both the registered office and corporate office on 06th June 2023.The results of thee-voting will also be posted on the Company's website www.krleasing.com and communicated to the stock exchanges where the Company's shares are listed.

35. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of EGM Notice to the Shareholders will be published in at least one English language and one vernacular language news paper circulating in Delhi.
36. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
37. Only those members, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
38. If any votes are cast by the members through the e-voting available during the EGM and if the same member have not participated in the meeting through VC/OAVM facility , then the votes cast by such member shall be considered invalid as the facility of e-voting during the meeting is available only to the member attending the meeting.
39. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
40. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

Instructions for E-voting

The Instructions for Shareholders voting electronically are as under:-

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 100 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.kraleasing.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. Metropolitan Stock Exchange of India Limited at www.msei.in. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's after due examination by way of its General Circular No. 10/2022, has been decided to allow companies whose EGMs were due to be held in the year 2023, to conduct their EGMs on or before 30.09.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13, 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Friday, 02nd June, 2023 (09:00 AM) and ends on Sunday, 04th June, 2023 (05:00 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 29th May, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easy/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; kraleasing1990@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Maftlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 180022533.

Explanatory Statement as Required under section 102 of the Companies Act, 2013**Item No.1****To approve proposed related Party Transactions for FY 2023-2024**

Pursuant to provisions of Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations, 2015 the shareholders by way of Ordinary Resolution should approve all the material related party transactions of a listed company.

Since the proposed related party transaction(s) for the financial year 2023-24 are between the Companies/Firms which are related parties as per the provisions of Section 2(76) of the Companies Act, 2013 the proposed rendering of services and loans would attract provisions of Section 188 of the Companies Act, 2013 and therefore require shareholder's approval.

The disclosure required being provided under the provisions of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22ND NOVEMBER 2021 are given below for perusal of the members: -

Name of the Related Party	Name of the Director or KMP who are interested	Nature of Concern or interest	Nature of relationship	Nature of Transaction	Terms	Maximum Monetary Value including accrued interest
Jai Kaur Enterprises Private Limited	Rajesh Mehra Ajay Mehra Sri Krishan Mehra	Promoter Group holds entire Capital of Jai Kaur Enterprises Private Limited	Company under Same Management	Loan	Unsecured Loan at a rate of interest which would not prejudice the interest of the lending Company	16 Crore
G R Sales Private Limited	Rajesh Mehra Ajay Mehra Sri Krishan Mehra	Company itself along with its Promoter Group holds entire Capital of G R Sales Private Limited	Company under Same Management	Loan	Unsecured Loan at a rate of interest which would not prejudice the interest of the lending Company	12 Crore
Plexus Properties LLP	Ajay Mehra Rajesh Mehra Sri Krishan Mehra	Promoter Group holds entire Capital of Plexus Properties LLP	LLP under Same Management	Loan	Unsecured Loan at a rate of interest which would not prejudice the interest of the lending Company	17 Crore

A. The following information were provided by the management of the listed entity to the audit committee at the time of approval of the proposed Related Party Transactions.

a. Type, material terms and particulars of the proposed transaction-

The Proposed Transactions include the sanction of loan and interest thereon. The Audit Committee has advised to execute the transactions as per the prevailing market conditions and stipulate that all

Transactions shall be carried out on arm's length basis and in the ordinary course of business of the Company.

b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);

As per above mentioned table

c. Tenure of the proposed transaction- 1st April, 2023 to 31st March, 2024.

a. Value of the proposed Transaction: as disclosed in above mention table

d. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:

Name of the Related Party	Percentage of the listed entity's annual consolidated turnover for the FY ending 31 st March 2022
Jai Kaur Enterprises Private Limited	446.16%
G R Sales Private Limited	334.62%
Plexus Properties LLP	474.05%

For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis; Not applicable as proposed transactions are not with subsidiaries

B. Justification for why the proposed transaction is in the interest of the listed entity:

In order to mitigate risk factor, company primarily lends within the group. The aforementioned Group Companies/Entities may require funds for its business and other ancillary purpose and borrow the funds from bankers and other financial institutions would result into cash flow towards Interest from outside the group therefore to retain the cash-flow within the group such proposed transaction will be in the interest of the Company. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.

C. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

Details of Source of funds in connection with the proposed transaction: -

Source of funds will be from own capital & reserve.

Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: -

Not applicable as Company is not having any financial indebtedness incurred to make or give loans, inter-corporate deposits, advances or investments

Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; -

The Proposed Transactions will be given as unsecured loan which is repayable on demand and Audit Committee will review the interest rate in the accordance to prevailing market conditions at the time of granting of such loan.

The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.

The Group Companies/Entities will utilize such funds for its business and other ancillary requirements.

D. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders-

No such valuation or other external report is relied upon as of now. However, company will provide a copy through the registered email address of the shareholders in future if anything in this obtained by the company.

The Directors has approved the transaction prior to its execution and recommends the solutions as set out in the accompanying Notice for the approval of members of the Company by Ordinary Resolution.

Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution to the extent of their shareholding and directorship in other companies.

Item No.2

To approve and ratify the Related Party Transaction for the financial year 2022-23.

Pursuant to provisions of Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations, 2015 the shareholders by way of Ordinary Resolution should approve all the material related party transactions of a listed company.

Since the related party transaction for the financial year 2022-23 is between the Companies/Individuals which are related parties as per the provisions of Section 2(76) of the Companies Act, 2013 the executed, rendering of services and loans would attract provisions of Section 188 of the Companies Act, 2013 and therefore require shareholder's approval.

The disclosure required being provided under the provisions of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22ND NOVEMBER 2021 are given below for perusal of the members: -

Name of the Related Party	Name of the Director or KMP who are interested	Nature of Concern or interest	Nature of relationship	Nature of Transaction	Terms	Maximum Monetary Value including accrued interest
Sweet Hospitality Private Limited	Rajesh Mehra Ajay Mehra Sri Krishan Mehra	Subsidiary Company of Promoter Group Company	Company under Same Management	Loan	Unsecured Loan at a rate of interest which would not prejudice the interest of the lending Company	1.03 Crore
Vidhi Mehra	Rajesh Mehra Ajay Mehra Sri Krishan Mehra	Director and promoter relatives	Relative	Loan	Unsecured Loan at a rate of interest which would not prejudice the interest of the lending Company	3.70 Crore
Vidhi Ranbir Mehra	Rajesh Mehra Ajay Mehra Sri Krishan Mehra	Director and promoter relatives	Relative	Loan	Unsecured Loan at a rate of interest which would not prejudice the interest of the lending Company	4.85 Crore

Ranbir Raj Mehra	Rajesh Mehra Ajay Mehra Sri Krishan Mehra	Director and promoter relatives	Relative	Loan	Unsecured Loan at a rate of interest which would not prejudice the interest of the lending Company	3.00 Crore
Disha Mehra	Rajesh Mehra Ajay Mehra Sri Krishan Mehra	Director and promoter relatives	Relative	Loan	Unsecured Loan at a rate of interest which would not prejudice the interest of the lending Company	1.25 Crore

Therefore in order to comply the provisions of Regulations 23 of SEBI (LODR), Regulations, 2015 read with Section 188 of the Companies Act, 2013, Audit Committee and Board approved these transactions before their execution and recommends now for the approval of members of the Company by Ordinary Resolution.

A. The following information were provided by the management of the listed entity to the audit committee at the time of approval of the proposed Related Party Transactions.

a. Type, material terms and particulars of the proposed transaction-

The Transactions include the sanction of loan and interest thereon. As per Audit Committee suggestion interest has been charged as per the prevailing market conditions and in the ordinary course of business of the Company.

b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);

As per above mentioned table

c. Tenure of the proposed transaction- 1st April, 2022 to 31st March, 2023.

d. Value of the proposed Transaction: as disclosed in above mention table

e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction:

Name of the Related Party	Percentage of the listed entity's consolidated turnover for the FY ending 31 st March 2022
Sweet Hospitality Private Limited	28.72%
Vidhi Mehra	103.17%
Vidhi Ranbir Mehra	135.24%
Ranbir Raj Mehra	83.65%
Disha Mehra	34.86%

For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis; Not applicable as proposed transactions are not with subsidiaries

B. Justification for why the transaction is in the interest of the listed entity:

In order to mitigate risk factor, company primarily lends within the group. The Company has granted unsecured loans to aforementioned Group Companies/Individuals for its business and personnel purpose and borrow of money from bankers and other financial institutions would result into cash flow towards Interest from outside the group therefore to retain the cash-flow within the group such transaction was taken place but without having shareholder approval. The Transactions was carried out on arm's length basis and it is in the interests of the Company as well as the stakeholders.

C. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

Details of Source of funds in connection with the transaction: -

Source of funds will be from own capital & reserve.

Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: -

Not applicable as Company is not having any financial indebtedness incurred to make or give loans, inter-corporate deposits, advances or investments

Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; -

The Transactions was sanctioning of unsecured loan which is repayable on demand and Audit Committee was approved the interest rate in the accordance to prevailing market conditions at the time of granting of such loan.

The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.

The Group Companies/Entities utilize such funds for its business and other personnel purpose.

D. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the transaction will be made available through the registered email address of the shareholders-

No such valuation or other external report is relied upon as of now. However, company will provide a copy through the registered email address of the shareholders in future if anything in this obtained by the company. The Directors has approved the transaction prior to its execution and recommends the solutions as set out in the accompanying Notice for the approval of members of the Company by Ordinary Resolution.

Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution to the extent of their shareholding and directorship in other companies.

Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution to the extent of their shareholding and directorship in other companies, directly or indirectly.

For KRA Leasing Limited

Sd/-

Prashi Saxena

Company Secretary & Compliance Officer

Membership No:-ACS-66481

Date: 06th May 2023

Place: Gurugram