

:-NOTICE:-

NOTICE is hereby given that the 30th Annual General Meeting of the Company i.e. **M/s KRA LEASING LIMITED** will be held on Monday, 30th September, 2019 at 11:00 A.M. at the registered office of the company at C-20, SMA Co-operative Industrial Estate, G T Karnal Road, Delhi-110033 to transact the following businesses:

ORDINARY BUSINESS:-

1. To consider and adopt:
 - a) The audited financial statement of the company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and
 - b) The audited consolidated financial statement of the company for the financial year ended March 31, 2019 and Auditors report thereon.
2. To appoint director in place of Mr. Sri Krishan Mehra (DIN: 00058213), who retires by rotation at this annual general Meeting and being eligible, has offered himself for re-appointment.

Special Business: -

3. **To approve and ratify the related party transaction for the financial year 2018-19 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 executed with Stock Exchange (Including any amendment, modification or re-enactment thereof), consent of the member of the Company be and is hereby accorded to approve and ratify the related party transactions carried out during the year 2018-19 between Company and other related parties as mentioned below:

Name of the Related Party and Nature of Interest	Nature of Transaction	Amount in Rs.
Jaquar and Company Private Limited (Company under same management)	Services	12,00,000/-

“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.”

4. **To appoint Mr Ravi Sharma(DIN: 05182383) as Independent Director and in this regard 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 Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Mr. Ravi Sharma (DIN: 05182383), who was appointed as Independent Director of the company in the Annual general Meeting held on 30th September 2014 for a period of 5 years and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a second term up to the conclusion of the 35th Annual General Meeting of the Company”.

5. **To appoint Mr Amit Kumar Modi (DIN: 05182566) as Independent Director and in this regard 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 Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Mr. Amit Kumar Modi (DIN: 05182566), who was appointed as Independent Director of the company in the Annual general Meeting held on 30th September 2014 for a period of 5 years and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a second term up to the conclusion of the 35th Annual General Meeting of the Company”.

6. **To appoint Mrs. Deeksha Bajaj (DIN: 06883669) as Independent Director and in this regard 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 Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Mrs. Deeksha Bajaj (DIN: 06883669), who was appointed as Independent Director of the company in the Annual general Meeting held on 30th September 2014 for a period of 5 years and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a second term up to the conclusion of the 35th Annual General Meeting of the Company”.

By the order of the Board
For KRA Leasing Limited

Sd/-
Ankit Dhamija
Company Secretary & Compliance Officer
Membership No: – ACS- 26765
Address: H No. 165, Sector-4,
Part-II, Urban Estate, Karnal-132001

Date: 12.08.2019
Place: Gurugram

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF.**

The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding FIFTY (50) Members and holding

in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. For the convenience of the shareholders, Attendance slip-cum- Entry pass & Proxy Form is annexed to this Report. Shareholders/ Proxy holders/ representatives are requested to affix their signatures at the space provided therein and surrender the Attendance slip- cum-Entry pass at the venue.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

7. BOOK CLOSURE

(a)The Company has notified closure of Register of Members and Share Transfer Books from **Tuesday, September 24th 2019 to Monday, September 30th 2019**(both days inclusive) for determining the names of members eligible for Annual General Meeting.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical Forms are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime India Private Limited.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website i.e. www.kraleasing.com under the section 'Investor Relations'.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime, for consolidation into a single folio.

12. Non-Resident Indian Members are requested to inform Link Intime India Private Limited, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with Pincode, if not furnished earlier.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
15. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
16. Soft copy of the Annual Report for the financial period ended 31st March, 2019 will be sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report will be sent in the permitted mode.
17. Additional Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of Director seeking Appointment as mentioned under item No. 2 of this notice is appended. Further the Company has received relevant disclosures/consent from the Director seeking appointment.

18. VOTING OPTIONS

- i. Pursuant to Section 108 of Companies Act, 2013, Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders can vote on all the business to be transacted at the Annual general meeting byway of any one of the following methods:
 - a) Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the Annual general meeting.
 - b) Voting at venue of the Annual General Meeting through poll.
- ii. The shareholders who have cast their votes through remote e-voting shall be entitled to attend the meeting, however, shall not be eligible to cast their vote again at the venue of the Annual General Meeting.
- iii. In case a shareholder votes through remote e-voting as well as cast his/her vote at the venue of the meeting, then the vote cast through remote e-voting shall only be considered and the voting done at the venue of the meeting shall not be considered by the scrutinizer.

- iv. The shareholders as on the cut-off date viz. **27th September, 2019** shall only be eligible to vote on the resolutions mentioned in the notice of Annual General Meeting.
- v. The voting period started on Friday, 27th September, 2019 at 9.00 a.m. and ends on Monday, 29th September, 2019. The e- voting module shall also be disabled by CSDL for voting thereafter.
- vi. The shareholders shall have one vote per equity share held by them. The facility of voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- vii. The Company has appointed Mr. Debasis Dixit, Practicing Company Secretary, as the scrutinizer for conducting the voting process in a fair and transparent manner.
- viii. The scrutinizer will submit his final and consolidated report to the Chairman of the Company within three days after the conclusion of Annual general meeting. The scrutinizer's decision on the validity of all kinds of voting will be final.
- ix. The results of Annual general meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company after the Annual general meeting within the prescribed time limits.
- x. The results of voting will also be placed at website of the Company and shall also be displayed at Company's registered office.
19. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-Voting.
20. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of AGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.
21. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed with this notice.

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Explanatory Statement as Required under section 102 of the Companies Act, 2013

Item No.3

To approve and ratify the Related Party Transaction for the financial year 2018-19.

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 a Special Resolution should approve all the material related party transactions of a listed company.

Since the related party transaction for the financial year 2018-19 is between the Companies/Firms which are related parties as per the provisions of Section 2(76) of the Companies Act, 2013 the executed/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 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given below for perusal of the members: -

1. Name of the related party and nature of relationship: As per table below
2. Name of the Director or key managerial personnel who is related, if any: As per table below

Name of the Related Party	Name of the Director or KMP who are interested	Nature of Relationship
Jaquar and Company Private Limited	Sri Kishan Mehra, Rajesh Mehra and Ajay Mehra	Company under same management

3. Nature, material terms, monetary value and particulars of the contract or arrangement: As may be decided by the Board of Directors at relevant time within the overall limits approved by the members.
4. Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The Directors 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 Special 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 4

To appoint Mr Ravi Sharma as an Independent Director of the Company.

It is proposed to appoint Mr. Ravi Sharma as Independent Director under Section 149 of the Act and regulation 25 SEBI (Listing Obligations and Disclosure Requirements) 2015 (herein after referred to as LODR). Mr Ravi was appointed as Additional Director of the Company on 30th May, 2014 and later

regularized as Independent Director in the Annual general meeting(AGM) of the Company held on 30th September 2014 . Mr Ravi Sharma was appointed as Independent Director in 25th AGM for a 5 years till the conclusion of 30th AGM.

Since the Mr Ravi's term will conclude in the 30th AGM , it is proposed to the members to appoint him for further 5 years , with the term concluding on 35th AGM.

Mr. Ravi Sharma is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

A notice under section 160 of the Companies Act, 2013 has been received from a shareholder of the company proposing candidature of Mr. Ravi Sharma as Independent Director of the company along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed).

The Company has also received declaration from Mr. Ravi Sharma that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and regulation 25 SEBI (Listing Obligations and Disclosure Requirements) 2015.

In the opinion of the Board, Mr. Ravi Sharma fulfills the conditions for appointment as Independent Directors as specified in the Act and the LODR.

None of the Directors or Key managerial personnel of the company or their relative is concerned or interested in this item of business to the extent of their shareholding in the company, if any.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

Item No 5

To appoint Mr. Amit Kumar Modi as an Independent director of the Company.

It is proposed to appoint Mr. Amit Kumar Modi as Independent Director under Section 149 of the Act and regulation 25 SEBI (Listing Obligations and Disclosure Requirements) 2015 (herein after referred to as LODR). Mr Amit was appointed as Additional Director of the Company on 30th May, 2014 and later regularized as Independent Director in the Annual general meeting(AGM) of the Company held on 30th September 2014 . Mr Ravi Sharma was appointed as Independent Director in 25th AGM for a 5 years till the conclusion of 30th AGM.

Since the Mr Amit's term will conclude in the 30th AGM , it is proposed to the members to appoint him for further 5 years , with the term concluding on 35th AGM.

Mr. Amit Kumar Modi is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

A notice under section 160 of the Companies Act, 2013 has been received from a shareholder of the company proposing candidature of Mr. Amit Kumar Modi as Independent Director of the company along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed).

The Company has also received declaration from Mr. Amit Kumar Modi that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and

regulation 25 SEBI (Listing Obligations and Disclosure Requirements) 2015.

In the opinion of the Board, Mr. Amit Kumar Modi fulfills the conditions for appointment as Independent Directors as specified in the Act and the LODR.

None of the Directors or Key managerial personnel of the company or their relative is concerned or interested in this item of business to the extent of their shareholding in the company, if any.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

Item No 6

To appoint Mrs. Deeksha Bajaj as an independent director of the Company.

It is proposed to appoint Mrs. Deeksha Bajaj as Independent Director under Section 149 of the Act and regulation 25 SEBI (Listing Obligations and Disclosure Requirements) 2015 (herein after referred to as LODR). Mrs. Deeksha Bajaj was appointed as Additional Director of the Company on 30th May, 2014 and later regularized as Independent Director in the Annual general meeting (AGM) of the Company held on 30th September 2014. Mrs. Deeksha Bajaj was appointed as Independent Director in 25th AGM for a 5 years till the conclusion of 30th AGM.

Since the Mrs Deeksha's term will conclude in the 30th AGM, it is proposed to the members to appoint her for further 5 years, with the term concluding on 35th AGM.

Mrs. Deeksha Bajaj is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

A notice under section 160 of the Companies Act, 2013 has been received from a shareholder of the company proposing candidature of Mrs. Deeksha Bajaj as Independent Director of the company along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed).

The Company has also received declaration from Mrs. Deeksha Bajaj that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and regulation 25 SEBI (Listing Obligations and Disclosure Requirements) 2015.

In the opinion of the Board, Mrs. Deeksha Bajaj fulfills the conditions for appointment as Independent Directors as specified in the Act and the LODR.

None of the Directors or Key managerial personnel of the company or their relative is concerned or interested in this item of business to the extent of their shareholding in the company, if any.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of the SEBI (LODR) Regulation, 2015)

Name of the Director	Mr. Sri Krishan Mehra
Brief Resume	Mr. Sri Krishan Mehra is a Graduate. Acting as Whole Time Director in the Group Company.
Nature of expertise	Sri Krishan Mehra have vast experience in different intricacies of the industry
Disclosure of relationship between directors inter-se	Mr. Sri Krishan is relative of Mr. Ajay Mehra and Mr. Rajesh Mehra Directors of the Company.
Names of listed companies in which director hold directorship and membership of committees of the board	No other Company
Shareholding in the Company.	146250

Name of the Director	Mr. Ravi Sharma
Brief Resume	Mr. Ravi is a Company Secretary by Profession .
Nature of expertise	Being Company Secretary, Mr. Ravi have vast experience in finance matters
Disclosure of relationship between directors inter-se	No interse relationship with any other director of the company
Names of listed companies in which director hold directorship and membership of committees of the board	Non Executive Director in Hindustan Cleanenergy Limited. Membership in 3 committees
Shareholding in the Company.	NIL

Name of the Director	Mr. Amit Kumar Modi
Brief Resume	Mr Amit is a Company Secretary by Profession .
Nature of expertise	Being Company Secretary, Mr. Amit have vast experience in finance matters
Disclosure of relationship between directors inter-se	No interse relationship with any other director of the company
Names of listed companies in which director hold directorship and membership of committees of the board	None
Shareholding in the Company.	NIL

Name of the Director	Mrs Deeksha Bajaj
Brief Resume	Mrs. Deeksha Bajaj is a Company Secretary by Profession .

Nature of expertise	Being Company Secretary, Mrs. Deeksha have vast experience in finance matters
Disclosure of relationship between directors inter-se	No interse relationship with any other director of the company
Names of listed companies in which director hold directorship and membership of committees of the board	None
Shareholding in the Company.	NIL