

## **KRA Leasing Limited**

**CIN-L65993DL1990PLC039637**

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

Website: [www.krleasing.com](http://www.krleasing.com): Ph:+91-124-4746817

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

### **GM No. 01/22-23**

#### **NOTICE**

Notice is hereby given that 33<sup>rd</sup> Annual General Meeting of the members of KRA Leasing Limited will be held on Friday, September 30, 2022 at C-20, SMA Co-operative Industrial Estate, G T Karnal Road, Delhi-110033 at 11:00 A.M. through Audio Visual Mode 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 31,2022,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, 2022 and Auditors report thereon.
2. To appoint director in place of Mr. Ajay Mehra (DIN: 00058245), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

#### **Special Business: -**

3. **To approve proposed related party transaction(s) for the financial year 2022-23 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, a 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 2022-23, 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: -

<b>Name of the Related Party and Nature of Interest</b>	<b>Nature of transaction</b>	<b>Maximum loan Amount Including accrued Interest in Rupees</b>
Jai Kaur Enterprises Private Limited (Company Under Same Management)	Loan Facility	16 Crore
G R Sales Private Limited (Company Under Same Management)	Loan Facility	11 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.”

4. To approve and ratify the related party transaction for the financial year 2021-22 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 member of the Company be and is hereby accorded to approve and ratify the related party transactions/excess related party transactions carried out during the year 2021-22 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)	Interest Income	1,01,50,000/-

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.”

**For KRA Leasing Limited**

Sd/-

**Prashi Saxena**

**Company Secretary & Compliance Officer**

**Membership No:—ACS-66481**

Place: Gurugram

Date: 10<sup>th</sup> August 2022

**Notes:-**

1. In massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and in continuation of earlier circulars Ministry of Corporate Affairs vide its General Circular No.02/2022 dated 05<sup>th</sup> May 2022 allowed to hold Annual 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 AGM venue is not required and annual general meeting (AGM) 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, AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
3. Since this e-AGM 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-AGM 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-AGM 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. Brief details of the director, who is being re-appointed are annexed here to as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
6. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 10.45 A.M to 11.15 A.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.
7. Institutional investors, who are members of the Company are encouraged to attend and vote at the e-AGM of the Company.
8. 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.
9. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, 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.
10. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of e-AGM and the annual report, including financial statements, boards' report, etc. by electronic mode & also through courier. Members may

note that the Notice and Annual Report for FY2022 will also be available on the Company's website and also website of the stock exchange.

11. To receive communications through electronic means, including Annual Reports and 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.
12. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
13. **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.**
14. SEBI vide its notification dated 8<sup>th</sup> June 2018 as amended on 30<sup>th</sup> November 2018, has stipulated that w.e.f. 01<sup>st</sup> 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.
15. 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 AGM.
16. 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.
17. Members who would like to ask questions on the items of the businesses to be transacted at the meeting can send their questions in advance by emailing to [krleasing1990@gmail.com](mailto: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.
18. 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.
19. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
20. In case a person becomes a member of the Company after dispatch of e-AGM 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](mailto:krleasing1990@gmail.com).
21. Only those members/shareholders, who will be present in the e-AGM 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 AGM. However, members who have voted through remote e-voting may attend the AGM.
22. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

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

23. Members will be provided with a facility to attend the AGM 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.
24. Members are encouraged to join the Meeting through Laptops/IPads for better experience.
25. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
26. 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.
27. Members/viewers/Attendee to download the software/app of zoom in advance & ready to connect fast for meeting.
28. 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, e mail id, mobile number at (company email id).
29. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
30. Upon declaration by the Chairman about the commencement of e-voting at AGM, members shall click on the thumb sign on the left bottom corner of the video screen for voting at the e-AGM, which will take them to the 'Insta-poll' page.
31. Members to click on 'Insta-poll' icon to reach the resolution page and follow the instructions to vote on there solutions.
32. **BOOK CLOSURE:-**The Company has notified closure of Register of Members and Share Transfer Books from **Saturday, September 24<sup>th</sup> 2022 to Friday, September 30<sup>th</sup> 2022** (both days inclusive) for determining the names of members eligible for Annual General Meeting.
33. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.
34. 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. 23<sup>rd</sup> September 2022.
35. The voting period commence on 27<sup>th</sup> September, 2022 (09:00 AM) and ends on the close of 29<sup>th</sup> September 2022 (5.00 PM). The e- voting module shall also be disabled by CDSL for voting thereafter.
36. 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 1<sup>st</sup> October 2022. The results of the e-voting will also be posted on the Company's website [www.kraleasing.com](http://www.kraleasing.com) and communicated to the stock exchanges where the Company's shares are listed.

37. 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.
38. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
39. Only those members, who are present in the AGM 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 AGM.
40. If any votes are cast by the members through the e-voting available during the AGM 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.
41. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
42. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Share holders 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 AGM 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 AGM. 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 AGM will be provided by CDSL.
3. The Members can join the AGM 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 AGM through VC/OAVM will be made available to at least 1000 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 AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM 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 AGM. 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 AGM 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 AGM/EGM has been uploaded on the website of the Company at [www.krleasing.com](http://www.krleasing.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](http://www.msei.in). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM 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. 2/2022, has been decided to allow companies whose AGMs were due to be held in the year 2022, to conduct their AGMs on or before 31.12.2022, 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 JOINING VIRTUAL MEETINGS ARE 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 **Tuesday, 27<sup>th</sup> September, 2022 (09:00 AM) and ends on Thursday, 29<sup>th</sup> September, 2022 (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 Thursday, 23<sup>rd</sup> September, 2022 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 abovesaid 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"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li>   <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li>   <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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 &amp; 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 [abovementioned website](https://eservices.nsd.com).

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

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

**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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>• 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.</li></ul>

- (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](http://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](mailto: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](mailto: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; [krleasing1990@gmail.com](mailto:krleasing1990@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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Maftlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 180022533.

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

**Item No. 3 To approve proposed Related Party Transaction(s) 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 proposed related party transaction(s) for the financial year 2022-23 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 22<sup>ND</sup> NOVEMBER 2021 are given below for perusal of the members: -

<b>Name of the Related Party</b>	<b>Name of the Director or KMP who are interested</b>	<b>Nature of Concern or interest</b>	<b>Nature of relationship</b>	<b>Nature of Transaction</b>	<b>Terms</b>	<b>Maximum Monetary Value including accrued interest</b>
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	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	11 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- 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023.**

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:** 753% approx.

**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 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 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.4 To approve and ratify the Related Party Transaction for the financial year 2021-22.**

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 2021-22 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, 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	Monetary Value
Jaquar and Company Private Limited	Rajesh Mehra Ajay Mehra Sri Krishan Mehra	Promoter Group holds entire Capital of Jaquar and Company Private Limited	Company under Same Management	Interest Income	Unsecured Loan at a rate of interest which would not prejudice the interest of the lending Company	1,01,50,000/-

It is also to be noted that Company by way of postal ballot notice dated 18<sup>th</sup> November, 2020 has taken approval of proposed related party transaction amounting to INR 15 Crore as loan to Jaquar and Company Private Limited. However Company has also earned interest on the same amounting to INR 1,01,50,000/- and such transaction was taken place without approval of Shareholders of the Company.

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 transaction-**

The Transaction is interest income on loan granted during FY 21-22. 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 transaction-** 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022.

**d. Value of the Transaction:** as per table disclosed

- 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:** 37.79% approx.

**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 transaction is 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. Company has granted unsecured loan to aforementioned company pursuant to shareholder's approval. However, Company did not take prior approval of the shareholders for the consequential interest income on the said loan. The audit committee and board have approved the transactions before its execution and accordingly recommend for the shareholder's approval. The transaction 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 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 is 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 Transaction 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 Company has utilized such funds for its business and other ancillary requirements.

**D. 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.

**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.**



**Information relating to Item No. 2 :- Details of Director seeking appointment/reappointment at the forth coming Annual General Meeting (in pursuance of Regulation 36(3) of the SEBI (LODR) Regulations, 2015) and Secretarial Standard on General Meetings (“SS-2”), issued by The Institute of Company Secretaries of India is as under”**

Name of the Director	Mr. Ajay Mehra
Brief Resume	Mr. Ajay Mehra is Graduate. Acting as Whole Time Director in the Group Company
Age & Date of Birth	26.06.1962 60 Years
Educational Qualification	Graduate
Experience & Nature of expertise	Ajay Mehra have vast experience in different intricacies of the industry including financing
Terms and Conditions of Appointment/re-appointment along with details of remuneration sought	Mr. Mehra is proposed to re-appoint as Rotational Director. No Remuneration will be paid
Last Drawn remuneration, if applicable	Not Applicable
Date of First Appointment on the Board	30 <sup>th</sup> May 2014
Disclosure of relationship between directors inter-se	Ajay Mehra is relative of Mr. Sri Krishan Mehra and Mr. Rajesh Mehra Directors of the Company.
Names of other listed companies in which director hold directorship and membership of committees of the board	No other Company
Shareholding in the Company including Beneficial Ownership	930480
Directorship in other Companies	Essco Sanitations Private Limited, SMG Enterprises Limited, Surya Colonizers Private Limited, G.R. Sales Private Limited, Jaquar and Company Private Limited, Sweet Hospitality Private Limited, Kaveri Farms Private Limited, Sanraj Farms Private Limited, Jai Kaur Enterprises Private Limited
No. of Board meeting attended	05 (Five)
Details of Remuneration	No remuneration