

KRA LEASING LIMITED

(CIN- L65993DL1990PLC039637)

30TH ANNUAL REPORT 2018-19

(C-20, SMA Co-operative Industrial Estate, GT Karnal Road, Delhi-110033)

-: CORPORATE INFORMATION:-

BOARD OF DIRECTORS

- | | |
|-------------------------|----------------------|
| ➤ Mr. Rajesh Mehra | Managing Director |
| ➤ Mr. Sri Krishan Mehra | Director |
| ➤ Mr. Ajay Mehra | Director |
| ➤ Mr. Amit Kumar Modi | Independent Director |
| ➤ Mr. Ravi Sharma | Independent Director |
| ➤ Mrs. Deeksha Bajaj | Independent Director |

KEY MANAGERIAL PERSON

- | | |
|---------------------|--|
| ➤ Mr. Rajesh Mehra | Chief Financial Officer |
| ➤ Mr. Ankit Dhamija | Company Secretary cum Compliance Officer |

STATUTORY AUDITORS

- **M/s. Arun K Maheshwari & Co.,**
Chartered Accountants,
New Delhi

REGISTERED OFFICE

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

CORPORATE OFFICE

- Plot No-3, Sector-11, IMT Manesar, Gurgaon, Haryana-122050

LISTED WITH STOCK EXCHANGE

- **Metropolitan Stock Exchange of India Limited**
Vibgyor Tower, 4th Floor, G Block C-62, Bandra Kurla Complex, Bandra (E), Mumbai City,
Maharashtra-400098.

REGISTRAR & SHARE TRANSFER AGENT

- **M/s Link Intime India Pvt. Ltd,**
Noble Heights, 01st Floor, C-1 Block, LSC, Janak Puri, New Delhi-110058

BANKERS

- **Standard Chartered Bank,**
Narain Manzil, 23 Barakhamba Road, New Delhi- 110001

Dear Shareholder(s)

Sub:- Dematerialisation of your physical share and PAN updation

The SEBI has recently amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to disallow listed companies from accepting request for transfer of securities which are held in physical form, with effect from April 1, 2019.

The shareholders, who continue to hold shares of listed companies in physical form even after this date, will not be able to lodge the shares with company / its RTA for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer. However, only the requests for transmission and transposition of securities in physical form will be accepted by the listed companies / their RTAs.

The Company has earlier issued an intimation to all the shareholders regarding the subject and again request to take necessary action as soon as possible to demat the shares, in case you are holding shares in physical mode.

Further, all the shareholders are requested to provide their self attested copy of PAN to RTA at the below mentioned address:

M/s Link Intime India Pvt. Ltd
Noble Heights, 01st Floor, C-1 Block, LSC, Janak Puri, New Delhi-110058
Ph:011-41410593

Thanking you

With Best Regards

Sd/-
Ankit Dhamija
Company Secretary

-: DIRECTOR'S REPORT:-

To,
The Members of,
KRA Leasing Limited

The Directors have pleasure to present their Thirtieth (30th) Annual Report and Audited Financial Statements for the Financial Year ("F.Y.") ended March 31, 2019.

1. FINANCIAL PERFORMANCE OF THE COMPANY (STANDALONE)

The performance of the Company for the financial year ended March 31, 2019 is, summarized below:

PARTICULARS	Rs. In Lacs	
	2018-19	2017-18
Gross Income	359.19	106.39
Profit/(Loss) Before Interest and Depreciation	305.03	35.98
Finance Charges	Nil	Nil
Gross Profit	305.03	35.98
Provision for Depreciation	11.08	13.29
Net Profit/(Loss) Before Tax	293.94	22.68
Provision for Tax	71.19	13.53
Contingent prov. against standard asset	4.24	0.58
Net Profit/(Loss) After Tax	218.50	8.57
Balance of Profit brought forward	1955.89	1949.03
Proposed Dividend on Equity Shares	Nil	Nil
Tax on proposed Dividend	Nil	Nil
Transfer to Special Reserve U/s 45 IC of RBI Act	43.70	1.71
Surplus carried to Balance Sheet	2130.69	1955.89

2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR

Company has undertaken NBFC activities providing Corporate Loan to credit worthy Companies. Non-banking financial Company (NBFCs) form an integral part of the Indian company. They play an important role in nation building and financial inclusion by complementing the banking sectors in reaching out credit to the unbanked segments of the society, especially to the micro, small and medium enterprises.

During the year Company focused on its core business and earned substantial revenue from its core business activity. Apart from its core business activity, it has also earned revenue from renting of Resort and agriculture activity. The company has focused on the enhancing its NBFC business. The company always focused on its core activity therefore the Company has made investment amounting to Rs.4.53 Crore and granted the loans and advances amounting to Rs. 16.05 Crore outstanding as at year end (Previous year Rs. 14.58 Crore Investment and Rs. 6.40 Crore Loans).

The company gross income for the financial year 31st March, 2019 under review is 3.59 Crore as against Rs. 1.06 Crore in the Previous year where as the standalone profit after tax for the financial

year 31st March, 2019 under review stand of Rs. 218.50 Lakhs as against Rs 8.57 Lacs as on 31st March, 2018.

The Basic and diluted earnings per share (EPS) computed as per accounting standard 3.26 per share as at 31st March, 2019 as against Rs. 0.13 per share as on 31st March, 2018.

An amount of Rs. 1.34 Crore (including carried forward balance) retained to the statutory reserve fund pursuant to section 45-IC of Reserve Bank of India Act, 1934.

The Board is hopeful to increase the core business activities of the company in coming years.

3. CHANGE IN NATURE OF BUSINESS, IF ANY

During the current year, there has been no major change in the business. The Company engaged in the NBFC business activity.

4. DIVIDEND

In order to conserve the resources of the company and considering the business plan of the company, the Board of Directors do not recommend any dividend to Equity Shareholders of the company for the F.Y. ended March 31, 2019.

5. SHARE CAPITAL

The Authorized Share Capital of the company is Rs. 7,00,00,000/- (Rupees Seven Crore) comprising of 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Equity Share Capital of the company is Rs. 6,70,71,640 (Rupees Six Crore Seventy Lacs Seventy One Thousand Six Hundred Forty) consisting of 67,07,164 (Sixty Seven Lacs seven Thousand One Hundred Sixty Four) Equity Shares of Rs. 10/- each.

During the year, the company has not issued any equity shares with differential rights under Section 43 read with rule 4 (4) of the Companies (Share Capital and debenture rules, 2014 of the Companies Act, 2013 and also has not issued any Equity Shares or any sweat equity shares under section 54(1) (d) read with rule 8(13) of Companies (Shares Capital and Debentures Rules, 2014) of the Act.

There was no change in the paid –up equity share capital of the company during the period under review.

6. RESERVES

Out of the amount available for apportionment, Company's Director proposes to transfer NIL amounts to General Reserve and Retain Rs.218.50 lakhs to surplus account.

During the year the Company has transferred INR 43.70 lakhs towards statutory reserve fund created under section 45-IC of the Reserve Bank of India Act, 1934.

Statutory reserve represents the reserve fund created under section 45-IC of the Reserve Bank of India Act, 1934. Under Section 45-IC, the Company is required to transfer sum not less than twenty percent of its net profits every year. Accordingly the Company has transferred INR 43.70 Lakhs- (previous year INR 1.71 Lakhs) being twenty percent of net profits for the financial year to the statutory reserve. The statutory reserve can be utilized for the purposes as specified by the Reserve Bank of India.

7. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED AND RESIGNED DURING THE YEAR

There are no directors or key managerial personnel who were appointed or had resigned during the financial year except Mr. Atul Mittal Resigned from the Board w.e.f. 14th February 2019 from the post of CFO of the Company.

8. PARTICULARS OF EMPLOYEES & EMPLOYEES REMUNERATION

None of the employees of the Company draws remuneration exceeding the limit prescribed in the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

9. BOARD MEETING

During the financial year, Five Board Meetings were held. The details of which are given in the Corporate Governance Report. The intervening gaps between the Meetings were within the period prescribed under the Companies Act, 2013.

10. BOARD EVALUTAION

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Regulation 4(2),17(10) and 19(4) read with schedule II part D of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Secretarial Standard –I the Nomination and Remuneration committee has framed the evaluation process and the performance evaluation of independent directors, executive directors and board whole as well as working of its Audit , Nomination and Remuneration and compliance Committee has been carried out during the financial year 2018-19.

11. STATEMENT OF DECLARATION OF INDEPENDENT DIRECTORS

All the Independent directors of the company have given their independent declaration pursuant to sub-section (7) of Section 149 of the Companies Act, 2013.

12. REMUNERATION POLICY

In compliance with section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (LODR) Regulation, 2015 the Board, on recommendation of the Nomination & Remuneration Committee, adopted policy for selection and appointment of directors, Senior Management and their remuneration. The Brief Remuneration Policy is stated in the Corporate Governance Report. **Managerial Remuneration: -**

1. Ratio of remuneration of each director to median remuneration of employees.	As the Company is not paying any remuneration to its directors, therefore it is not applicable to the company.
2. Percentage increase in remuneration of each director and KMPs	As the Company has not paid any remuneration to its Directors therefore question of increase in remuneration for directors does not arise, however company has paid remuneration to its Chief Financial Officer (CFO) and Company Secretary (CS) during the financial year 2018-19 but no increment is being made for them.

3. Percentage increase in the median remuneration of employees	Nil
4. Number of permanent employees	During the year its 3 (three), however at the end of the year its 2 (two)
5. Average percentile increase in salary of employees, other than managerial personnel, comparison with percentile increase in managerial remuneration and justification	N.A.
6. Affirmation that the remuneration is as per the remuneration policy of the company	Yes, the Company has paid the remuneration as per the remuneration policy of the Company

13. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Pursuant to sub-section (3) of Section 129 of the Act and rules made there-under, the statement containing the salient feature of the financial statement of a Company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is given as Annexure-III.

The key financial of its subsidiaries, associates and joint ventures and its overall impact on the performance of the Company is as per consolidated financial of the company.

Further the Annual Accounts and related documents of the subsidiary and associate company shall be kept open for inspection at the Registered & Corporate Office of the Company. The Company will also make available copy thereof upon specific request by any Member of the Company interested in obtaining the same. Further, pursuant to Accounting Standards AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company in this Annual Report include the financial information of the subsidiary.

14. AUDITORS

M/s. Arun K Maheshwari & Co., Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on September, 2017, for a term of five consecutive years. Earlier, as per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting. However, in accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the company is within the prescribed limits under section 141 (3)(g) of Companies Act, 2013

15. AUDITOR'S REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

16. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, M/s. D Dixit & Associates, Practicing Company Secretary has been appointed as Secretarial Auditor of the Company. The report of the

Secretarial Auditor is enclosed as **Annexure IV** to this report. The point-wise comments are enumerated as follows.

- i. Delay in filing forms
Due to the oversight, the company failed to file some of the forms in prescribed time frame of Companies Act, 2013 and applicable additional fees has already been paid to Ministry of Corporate Affairs.
- ii. Registration with Credit Information Companies as required by RBI guidelines.
In compliance with the RBI guidelines, registration with the credit Information Companies is in process and company may complete the same by the end of FY 19-20.

17. INTERNAL AUDIT AND CONTROL

The Company continues to engage **M/s Kumar Ravinder and Associates**, Chartered Accountants as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

18. VIGIL MECHANISM

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.kraleasing.com/underinvestors/Policy link.

19. AUDIT COMMITTEE

In pursuance of section 177 of the companies Act, 2013 read with regulation 18 of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulation 2015 the company has constituted the Audit Committee Further the disclosure in pursuance to sub - section 8 of section 177 of Companies Act, 2013 in respect of composition of audit committee given in the corporate Governance report of the Company.

20. EXTRACT OF ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**. The annual return will also available in the website of the company <https://kraleasing.com/financial-info.html>

21. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There has been no material change in the business, which may affect financial position of the Company.

22. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any regulatory authority, Court or Tribunal, which shall impact the going concern status & Company's operations in future.

23. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Company has a well placed internal financial control system which ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. The Company's internal financial control system also comprises due compliances with Company's policies and Standard Operating Procedures (SOPs) and audit and compliance by Internal Audit team.

24. DEPOSITS

The Company has neither accepted nor renewed any deposits falling under the preview of Chapter V of the Companies Act, 2013 and shall not accept any deposits from the public without obtaining the prior approval of the Reserve Bank of India.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013.

As the Company is a NBFC Company and as per section 186(11)(a), nothing contained in Section 186 is applicable to the Company.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or arrangements entered by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 are disclosed in Form No. AOC-2 (refer as Annexure-II). Further all contracts and arrangement with related parties under Sec 188(1) entered by the Company during the financial year were in ordinary course of business also on arms length basis.

27. CORPORATE GOVERNANCE CERTIFICATE

The Compliance certificate regarding compliance of conditions of corporate governance as stipulated in Regulation 34(3), read with Para C of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 shall be annexed with the report.

28. MANAGEMENT DISCUSSIONS AND ANALYSIS

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2019.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is a NBFC Company and engaged in business of rendering financial services, renting and other allied services, which does not require to take steps for conservation of energy, utilize alternate sources of energy and to make capital Investment on energy conservation equipment's.

Further company also does not required to make efforts towards technology absorption and neither imports any technology nor makes any expenditure on research and development.

Further Company has not earned and make any expenditure in foreign currency during the financial year 2018-19, therefore foreign exchange In-Flow and Out-Flow was Rs. Nil during the year.

30. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the provisions of section 135 of the Companies Act, 2013, the company is not required to constitute CSR Committee during the financial year 2018-19.

31. HUMAN RESOURCES

Your Company does not have large “human resources” as the primary business is investing activity. However, your Company continuously invests in attraction, retention and development of talent on an ongoing basis.

32. DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors based on the representations received from the operating management and after due inquiry confirms that: -

- I. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- II. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- III. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- IV. The directors had prepared the annual accounts on a going concern basis; and
- V. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- VI. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

33. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of the said sections are not applicable to the company as no unpaid dividend is lying with the company.

34. LISTING WITH STOCK EXCHANGES

The Equity Shares of the Company are listed on the platform of Metropolitan Stock Exchange of India Limited. Further the Company confirms that it has paid the Annual Listing Fees for the year 2018-19 to MCX where the Company’s Shares are listed.

35. COMPLIANCE

The Company has complied and continues to comply with all regulations and guidelines issued by RBI and other regulators such as Security and Exchange Board of India.

During the year, there were no frauds by the Company and no material frauds on the Company by its officers and employees.

36. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

During the financial year, the company has not received any complaint of harassment under the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

37. COST RECORDS

The Central Government has not specified maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of our company's products.

38. RISK MANAGEMENT

The company has comprehensive risk assessment, which is reviewed by the top management. Risk management is very important part of the company's business. The Company has in place an integrated risk management system. It proactively identifies monitor and take precautionary and mitigation measures in respect of various risks that threaten its operations and resources.

39. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has duly followed the applicable Secretarial standards, SS-1 & SS-2 relating to Meeting of the Board of Directors and General Meeting respectively.

40. ACKNOWLEDGEMENTS

Your director places on record their gratitude to all stakeholders for their assistance, cooperation and encouragement. Your Director also wishes to place on record their sincere thanks to all investor and employees for their outstanding performance and co-operation.

By the order of the Board
For KRA Leasing Limited

Sd/-
Rajesh Mehra
Managing Director
DIN: 00058232

Sd/-
Ajay Mehra
Director
DIN: 00058245

Date: 12.08.2019
Place: Gurugram

ANNEXURE INDEX

Annexure	CONTENT
1.	<i>Extract of Annual Return MGT-9</i>
2.	<i>Related Party Transaction AOC-2</i>
3.	<i>Details of Subsidiary/Joint Venture-AOC-1</i>
4.	<i>Secretarial Audit report MR-3</i>
5.	Corporate Governance Report and Management Discussion and Analysis Report

Annexure-I to Directors Report for the year ended 31stMarch, 2019

Form No. MGT-9

**Extract of Annual Return as on the financial year ended 31st March 2019
(Pursuant to Section-92(3) of the Companies Act 2013 & Rule 12(1) of the Companies Management
& Administration) Rules, 2014**

I. REGISTRATION AND OTHER DETAILS:

1.	Corporate Identification Number	L65993DL1990PL039637
2.	Registration Date	26/03/1990
3.	Name of the Company	KRA Leasing Limited
4.	Category/Sub-category of the company	Company Limited by shares Non-Government Company
5.	Address of the Registered office of the company and contact details	C-20, SMA Co-operative Industrial Estate, G.T. Karnal Road, Delhi-110033 Contact No.: 0124-4746817
6.	Whether Listed or not	Yes
7.	Name, Address & Contact Details of the Registrar and Transfer Agent, if any.	M/s Link Intime India Pvt. Ltd. Noble Heights, 01 st Floor, C-1 Block, LSC, Janak Puri, New Delhi-110058 Contact No.- 011-41410592, 41410593 Fax No.- 011-41410591

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SL No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Financial Income	659	53.19
2.	Rental Income	701	47.81%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SL No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	%age of Shares Held	Applicable Section
1.	SMG Enterprises Limited	U29199DL1999PLC097822	Subsidiary	51.84%	2(87)

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1-April-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ADRs									
Grand Total (A+B+C)	4075000	2632164	6707164	100	4388400	2318764	6707164	100	-

B. SHAREHOLDING OF PROMOTERS

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Ajay Mehra	465,240	6.93%	-	465,240	6.93%	-	-
2	Ajay Mehra HUF	230,200	3.43%	-	230,200	3.43%	-	-
3	Deepika Mehra	38,800	0.57%	-	38,800	0.57%	-	-
4	Kanav Mehra	99,500	1.48%	-	99,500	1.48%	-	-
5	Malti Mehra	38,260	0.57%	-	38,260	0.57%	-	-
6	N. L. Mehra (HUF)	183,150	2.73%	-	183,150	2.73%	-	-

7	Nishi Mehra	37,600	0.56%	-	37,600	0.56%	-	-
8	Parichay Mehra	216,400	3.23%	-	216,400	3.23%	-	-
9	Parinay Mehra	182,000	2.71%	-	182,000	2.71%	-	-
10	Parkah Sehgal	56,000	0.83%	-	56,000	0.83%	-	-
11	Rajesh Mehra	213,170	3.17%	-	213,170	3.17%	-	-
12	Rajesh Mehra HUF	144,500	2.15%	-	144,500	2.15%	-	-
13	Ranbir Raj Mehra	78,800	1.17%	-	78,800	1.17%	-	-
14	S. K. Mehra	175,750	2.62%	-	175,750	2.62%	-	-
15	S. K. Mehra (HUF)	153,800	2.29%	-	153,800	2.29%	-	-
16	Sabhyata Mehra	57,200	0.85%	-	57,200	0.85%	-	-
17	Essco Sanitations Pvt. Ltd.	719,400	10.73%	-	719,400	10.73%	-	-
18	G R Sales Pvt. Ltd.	466,200	6.95%	-	466,200	6.95%	-	-
19	Jaquar & Co. Pvt. Ltd.	178,500	2.66%	-	178,500	2.66%	-	-
20	Prompt Capital & Finser Pvt. Ltd.	568,400	8.47%	-	568,400	8.47%	-	-
21	SMG Enterprises Limited	409,800	6.11%	-	409,800	6.11%	-	-
Total		4712670	70.26%	-	4712670	70.26	-	-

C. Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	4712670	70.26%	4712670	70.26%
	There was no change in Promoters Shareholding during the year 2018-19	Nil	Nil	4712670	70.26%
	At the end of the year	4712670	70.26%	-	-

D. Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

1	Bastion Industrial Leasing Systems Private Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	417,200	6.22%	417,200	6.22%
	Change during the year	Nil	Nil	417,200	6.22%
	At the end of the year	417,200	6.22%	-	-

2	Saimaa Consultants LLP	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	313,400	4.68%	313,400	4.68%
	Change during the year	Nil	Nil	313,400	4.68%

2	Saimaa Consultants LLP	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the end of the year	313400	4.68%	-	-

3	Titan Securities Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	150,000	2.24%	150,000	2.24%
	Change during the year	Nil	Nil	150,000	2.24%
	At the end of the year	150,000	2.24%	-	-

4	Pratyancha Financial Services Ltd	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	150,000	2.24%	150,000	2.24%
	Change during the year	Nil	Nil	150,000	2.24%
	At the end of the year	150,000	2.24%	-	-

5	Ketki India Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	148,800	2.22%	148,800	2.22%
	Change during the year	Nil	Nil	148,800	2.22%
	At the end of the year	148,800	2.22%	-	-

6	Bhure Lal	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	148,800	2.22%	148,800	2.22%
	Change during the year	Nil	Nil	148,800	2.22%
	At the end of the year	148,800	2.22%	-	-

7	Jeetender Kumar	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	126,500	1.89%	126,500	1.89%
	Change during the year	Nil	Nil	126,500	1.89%
	At the end of the year	126,500	1.89%	-	-

8.	Indo Pacific Lease Ltd.	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	106,000	1.89%	106,000	1.89
	Change during the year	Nil	Nil	106,000	1.89
	At the end of the year	106,000	1.89%	-	-

E. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

S. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sri Krishan Mehra-Director				
	At the beginning of the year	175750	2.62%	175750	2.62%
	No Change during the year	-	-	175750	2.62%
	At the end of the year	175750	2.62%	-	-
2	Ajay Mehra-Director				
	At the beginning of the year	465240	6.93%	465240	6.93%
	No Change during the year	Nil	Nil	465240	6.93%
	At the end of the year	465240	6.93%	-	-
3	Rajesh Mehra-Managing Director Cum CFO*				
	At the beginning of the year	213170	3.17%	213170	3.17%
	No Change during the year	Nil	Nil	213170	3.17%
	At the end of the year	213170	3.17%	-	-
4	Ravi Sharma-Independent Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	-	-
5	Amit Kumar Modi- Independent Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	-	-

S. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	Deeksha Bajaj- Independent Director				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	-	-
7	Atul Mittal (Chief Financial Officer)**				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
8	Ankit Dhamija (Company Secretary)				
	At the beginning of the year	Nil	Nil	Nil	Nil
	No Change during the year	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

* Appointed as CFO w.e.f. 14th February 2019.

**Resigned from the post of Chief Financial Officer w.e.f. 14th February, 2019.

V) **INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i)Principal Amount	-	-	-	-
ii)Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (I +ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i)Principal Amount	-	-	-	-
ii)Interest due but not paid	-	-	-	-
iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager

		(Rs. Lacs)	
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary	Rajesh Mehra (Managing Director)	

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act	Max 5% of Profit	Max 5% of Profit

B. REMUNERATION TO OTHER DIRECTORS

SN.	Particulars of Remuneration	Name of Directors			
1	Independent Directors	Amit Kumar Modi	Ravi Sharma	Deeksha Bajaj	Total
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors	Ajay Mehra	Sri Krishan Mehra		Total

	Fee for attending board committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil
	Ceiling as per the Act	1% of Profit		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD.

S.N	Particulars of Remuneration	Key Managerial Personnel		
		Ankit Dhamija (CS)	Atul Mittal (CFO)	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	144,000	231,000	375,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify	-	-	-

5	Others, please specify	-	-	-
	Total	144,000	231,000	375,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			Nil		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			Nil		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			Nil		
Punishment					
Compounding					

By the order of the Board
For KRA Leasing Limited

Sd/-

Rajesh Mehra
 Managing Director
 DIN: 00058232

Address: 5, Flag Staff Road,
 Civil Lines, Delhi-110054

Sd/-

Ajay Mehra
 Director
 DIN: 00058245

Address: 5, Flag Staff Road,
 Civil Lines, Delhi-110054

Date: 12.08.2018

Place: Gurugram

Annexure -II to Directors Report for the year ended 31st March, 2019

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	Not Applicable
c)	Duration of the contracts/arrangements/transaction	Not Applicable
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
e)	Justification for entering into such contracts or arrangements or transactions'	Not Applicable
f)	Date of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Not Applicable
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable

2. *Details of contracts or arrangements or transactions at Arm's length basis.*

<i>(Amount in Rs.)</i>						
S. No	Name of the Related Party & Nature of relationship	Nature of Contracts/Arrangements/Transaction	Duration of the Contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of Approval by the Board	Amount paid as advances, if any
1.	Jaquar and Company Private Limited	Continuous Resort renting	FY 2018-19	As per Mutual Consent Rs. 12,00,000/-	12 August 2019	Nil

For and on behalf of Board of Directors
M/s KRA Leasing Limited

Sd/-
Rajesh Mehra
DIN: 00058232
Managing Director

Sd/-
Ajay Mehra
DIN: 00058245
Director

**Annexure -III to Directors Report for the year ended 31st March, 2019
AOC-1**

**Statement Pursuant to First Proviso to Sub –Section (3) of Section 129 read with
Rule 5 of Companies (Accounts) Rules,2014**

PART-A: SUBSIDIARIES

S. No.	Name of the Subsidiary	Date since when subsidiary was acquired	Reporting period of the subsidiary different From The Holding Company's Reporting Period	Reporting Currency And Exchange Rate As On The Last Date Of The Relevant Financial Year In The Case Of Foreign Subsidiaries.	Share Capital	Reserves And Surplus	Total Assets	Total Liabilities	Investments	Turn Over	Profit / Loss Before Tax	Provision For Tax	Profit /Loss After Tax	Proposed Dividend	Extent Of Shareholding (In Percentage)
1.	SMG Enterprises Limited	24.03.2015	N.A.	N.A.	Rs. 3002230	Rs. 13700 208	Rs. 627794 29	Rs.62 7794 29	Rs. 620699 06	Rs. 21600 0	Rs. 185895	Rs. 315 43	Rs. 1543 52	Nil	51.8 4%

- Names of Subsidiaries, which are yet to commence operations: Nil
- Names of subsidiaries, which have been liquidated or sold during the year: Nil

Sd/-
Rajesh Mehra
Managing Director
And CFO

Sd/-
Ajay Mehra
Director

Sd/-
AnkitDhamija
Company Secretary

PART- B

ASSOCIATES AND JOINT VENTURES

S.No.	Name of Associates or Joint Ventures	N.A.
1.	Last Audited Balance Sheet date	N.A.
2.	Date on which the Associate or Joint Venture was associated or acquired	N.A.
3.	Shares of the Associate or Joint Venture held by the company on the year end:	N.A.
	Number.	N.A.
	Amount of Investment in the Associate or Joint Venture	N.A.
	Extent of holding (in percentage)	N.A.
4.	Description of how there is significant influence	N.A.
5.	Reason why the associate/joint venture is not consolidated	N.A.
6.	Networth attributable to shareholding as per latest audited balance sheet	N.A.
7.	Profit or Loss for the year	N.A.
(i)	Considered in consolidation	N.A.
(ii)	Not Considered in consolidation	N.A.

- Names of associates or joint ventures-which are yet to commence operations: Nil
- Names of associates or joint ventures-which have been liquidated or sold during the year: Nil

Sd/-
Rajesh Mehra
Managing Director and CFO

Sd/-
Ajay Mehra
Director

Sd/-
Ankit Dhamija
Company Secretary

Annexure-IV to Director report for the financial year ended 31stMarch, 2019**Form No. MR-3
SECRETARIAL AUDIT REPORT****For the financial year ended 31stMarch, 2019.****[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,
The Members,
KRA Leasing Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s KRA Leasing Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

PARA ONE

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) *Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Reserve Bank of India Act, 1934.
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

*(d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

*(e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;;

*(f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-; and

*(g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-.

*No Event took place under these regulations

(vii) I have also examined the Compliances of the Provisions of the following other laws applicable specifically to the Company wherein I have also relied on the Compliance Certificates/declaration issued by the head of the respective department/management in addition to the checks carried out by me and found that company has complied with all the provisions of said Acts except the below mentioned observation in respect of the said Acts.

Observations in Clause (i) & (v) Para One of our Report (Companies Act, 2013)& Reserve Bank of India Act, 1934

1. According to information and explanation and verification of forms and returns maintained by the Company, the Company as required under section 403 pays the prescribed additional fees in case of delayed filing.
2. As per the clarification given by the management, the company is process of registering itself with all the credit information companies as required by the RBI Guidelines.

PARA SECOND

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards on meeting of the Board of Directors (SS-1) and Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India.
- ii. The Listing Regulations executed by Company with the Metropolitan Stock Exchange of India Limited.

Based on our verification of the Company's Books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents, and its authorized representatives during the conduct of Secretarial Audit we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted as per section 149(4) of the Companies Act, 2013 and applicable clause of the Listing Agreement and LODR, 2015, if any. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has:

1. Taken Approval of Shareholders in Annual General Meeting of the Company held on 29th September, 2018
 - (a) Ratification and Approval of material related party transactions under section 188 of the Companies Act, 2013 in respect of sanction of services and in term of regulation 23 of security Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 for the financial year 2017-18.

For D Dixit and Associates
Company Secretaries

Sd/-
CS Debasis Dixit
FCS No. 7218, CP No. 7871

Place: New Delhi
Date: 10th August, 2019

Note: This report is to be read with our letter of even date, which is annexed as Annexure-A, and form forms as integral part of this report.

Annexure A to the Secretarial Audit Report

To,
The Members,
KRA Leasing Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Date: 10th August, 2019
Place: New Delhi

Annexure -V to Directors Report for the year ended 31st March, 2019

-: MANAGEMENT DISCUSSION AND ANALYSIS:-

NBFCs are emerging as growing alternative to Banks and making Indian Financial system more and more strong. In the past growth in the NBFC has gone up from single digit to double digit.

The Company KRA Leasing Limited is essentially a Loan company.

KRA Leasing Limited is registered with the Reserve Bank of India as a Non-Banking Financial Institution and is categorised as 'Non- Deposit Acceptance NBFC Company.'

- a) **Industry structure and development:** Company is engaged in Loan and Investment activity and having vast potential to grow as NBFC now being getting attention of the organized sector. Industries are getting attract towards financial contribution of NBFCs for the development and growth.

The Indian economy is the fastest growing large economy in the world.

For the development of industries they require funds from time to time and often they don't have sufficient resources to comply for Banking norms and left in lurch. At this moment NBFCs play vital roles by giving them financial supports at very less spam of time after company with the statutory formalities of the various acts i.e. Companies Act, Income Act, RBI Act and other acts which are in force for the time being. So NBFCs are like support to backbone for financial sectors.

In August 2015, licenses to 11 new payment banks were granted by RBI. This can be seen as revolution in the country's financial services sector. These payments banking model will transform the way conventional banks approach. The move was to boost financial inclusion and up the ante of mobile revolution in the industry.

- b) **Opportunities and threats:**The golden rule in the Business sector is "No Risk No Gain" opportunities and threats walk hand to hand. As like the opportunities lying in future which we see for future growth threats are also lying in future which may or may not be met in future. However, the Company is taking proper steps to mitigate the business risk.
- c) **Segment-wise performance:** The Company is operating in one major segment and hence separate segmental reporting is not applicable. The Company has no activity outside India. The business of the Company comprises loans for income generation as well as investment and other sectors. It has been a conscious decision of the Management to have diversified businesses to protect or maintain the overall profitability for the sustained benefit of the company.
- d) **Outlook:** As per world economic outlook, the emerging and developing Asia region grew by 6.5% in 2017 and similar level of growth rate is expected to be achieved in 2018-19 as well. The recapitalization package announced by Government of India for public sector banks is expected to strengthen the banks and accordingly they can continue to provide financial assistance to various sectors of the economy.
- e) **Risk and concerns:** The Risk Management Framework of the Company is derived from the overall Enterprise Risk Management Framework. The Company is exposed to general market risk and is initiating adequate step to mitigate it.
- f) **Internal control system:** The Company maintains adequate internal control systems, which provides adequate safeguards and proper monitoring of the transactions. The Company has put

in place internal controls to ensure that all transactions are authorized, recorded and reported correctly and in accordance with the Policies, Guidelines, Processes and Frameworks approved by the Board and / or its Committees.

Periodic reviews by management as well as an extensive Programme of audits (both internal and external) supplement the controls and provide necessary checks and balances.

- g) **Discussion on financial performance with respect to operating performance:** The operating performance of the Company has been discussed in Directors Report under the head 'Financial Highlights and Operations and Overall Performance' in the current year.
- h) **Material Development in Human resources and industrial relations:** The Human Resources initiative focuses on structured training programs intended to equip employees at all levels, with the necessary knowledge and experience in order to demonstrate high levels of performance. There was no such material development in respect of Human resources and Industrial relations which have effect on the company. During the year under review the Employee/Industrial relations remained cordial between them and as well as with the outsiders. There are total three employees in the company.
- i) **Cautionary Statement:** The Management Discussions and Analysis describe Company's projections, expectations or predictions and are forward looking statements' within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand and supply and price conditions in domestic and international market, changes in Government regulations, tax regimes, economic developments and other related and incidental factors.

Cautionary Statement/Disclaimer in relation to Management Discussion & Analysis Report

Certain statements in this Report, which describe the Company's objectives, predictions, may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward looking statements contained in this document, due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and government policies that may impact the Company's business, as well as its ability to implement the strategy. The Company does not undertake to update these statements.

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED ON 31ST MARCH 2019**1. COMPANY PHILOSOPHY**

Your Company has been adhering to Good Corporate Governance Principle and Practices to maintain a professional approach, transparency, accountability, all of which ensures good quality in dealing with all the stakeholders, departments, regulatory bodies, Bankers, Employees and others. As good corporate citizen, your company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paying the way for its long-term success.

2. BOARD OF DIRECTORS**A. Composition, Category and Attendance of the Board of Directors.**

The Board of your Company presently consist of Six (6) Directors who constitute an optimum combination of professionalism, knowledge and experience. Out of these six Directors, three are Promoter and out of which one is executive and other two are non-executive Directors, and other three are Non Executive Independent Directors. None of the Directors on the Board are members of more than ten (10) committees or hold the post of Chairman on more than five Committees. The Directors have made necessary disclosures regarding the Committee positions on the Board of other Public Companies, as on March 31st,2019.

The Composition of the Board, number of Board Meeting held, attendance of the Directors at the Board Meetings and number of Directorship and Chairmanship/ Membership of the Committees in other companies in respect of each Director from the last date of report of Corporate Governance is given herein below:-

Name of Director	Category	Shareholding in Company (No. of Shares)	No. of Board Meetings during the year 2018-19		Whether Attended the Last AGM	No. of Directorship(s) held in Other Indian public Company	Number of Committee(s) position held in Public Company	
			Held	Attended			Member	Chairman
Rajesh Mehra	Managing Director (Promoter)	213,170	5	5	Yes	1	Nil	Nil
Sri Krishan Mehra	Director (Promoter)	175,750	5	5	Yes	1	Nil	Nil
Ajay Mehra	Director (Promoter)	465,240	5	5	Yes	1	Nil	Nil
Ravi Sharma	Independent Director	Nil	5	4	Yes	1	3	0
Amit Kumar	Independent	Nil	5	3	Yes	0	0	0

Modi	Director							
Deeksha Bajaj	Independent Director	Nil	5	3	No	0	0	0

Details of listed Companies in which persons are Directors and category of Directorships-

Name of Directors of the Company	Name of other listed Companies	Category of Directorship
Rajesh Mehra	SMG Enterprises Limited	Non Executive
Sri Krishan Mehra	SMG Enterprises Limited	Non Executive
Ajay Mehra	SMG Enterprises Limited	Non Executive
Ravi Sharma	Hindustan Cleanenergy Limited	Independent Director
Amit Kumar Modi	NONE	NA
Deeksha Bajaj	NONE	NA

B. Number of Board Meetings held.

During the Financial Year 2018-19, The Board of Directors met 5 (Five) times, the date of the meetings were 30.05.2018, 14.08.2018, 14th November, 2018 and 14th February, 2019, 19th March 2019.

C. Disclosure of Relationship

There is no inter-se relationship between the independent Directors. Mr. Sri Krishan Mehra, Mr. Rajesh Mehra and Mr. Ajay Mehra are related to each other.

D. Number of shares and convertible instruments.

Out of 6707164 of equity shares, Mr. Rajesh Mehra hold 213170 equity shares, Mr. Sri Krishan Mehra hold 175,750 equity shares and Mr. Ajay Mehra Hold 465,240 equity shares .The Company has not issue convertible instruments during the year.

E. The Board reviews the compliance report pertaining to all applicable law, as well as the steps taken by the company to rectify the instance of non-compliance.

F. During the year, information mention in Regulation 17 (7) of SEBI (Listing Obligation and Disclosure Requirements) has been placed before the Board for its consideration.

G. None of the Non-executive Directors have any material or pecuniary relationship or transactions with the Company.

H. The Board reviews the compliance report pertaining to all applicable laws, as well as the steps taken by the Company to rectify the instances of non-compliance

I. The Non-executive Directors do not hold any convertible instruments in the Company

J. The Senior management has disclosed to the Board of directors that they have not entered into any material, financial, commercial transactions which may have potential conflicts with the interest of the Company.

K. No employee, including Key Managerial Personnel or Director or Promoter of a listed entity may enter into an agreement for himself or on behalf of any other person, with any shareholder or other third party, with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity

L. Skills of the Board of Directors required by the Company in context with its business and those that they possess

Name of Directors of the Company	Qualification	Skills required in context with the business
Rajesh Mehra	Graduate	Promoter having vast experience in financing activities
Sri Krishan Mehra	Graduate	Promoter having vast experience in financing activities
Ajay Mehra	Graduate	Promoter having vast experience in financing activities
Ravi Sharma	Company Secretary	Professional having knowledge of finance matters
Amit Kumar Modi	Company Secretary	Professional having knowledge of finance matters
Deeksha Bajaj	Company Secretary	Professional having knowledge of finance matters

M. No Independent Director has resigned during the financial year 18-19.

N. The Board confirms that the Independent Directors fulfil the conditions specified in these regulations and are Independent of the management.

3. COMMITTEE OF BOARDS

A. Audit committee

The audit committee of the board has been constituted in accordance with the requirements prescribed under section 177 of the Companies Act, 2013 and regulation 18 of securities and exchange board of India (listing obligation and disclosures requirements) regulation, 2015. Members of Audit Committee possess financial accounting expertise and exposures.

The committee oversees the work carried out by the management and internal auditor on the financial reporting process and safeguards employed by them.

Power of Audit Committee

1. To investigate any activity within term of reference.
2. To seek information to many employees.
3. To obtain outside legal or other professional advice.

Audit Committee Term of reference

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Recommendation for appointment, remuneration and term of appointment of auditor of the company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditor.
- Evaluation of internal financial control and risk management system.
- Reviewing with the management, the performance of the statutory auditor, internal and adequacy of internal auditor.
- Formulating the Scope. Functioning, periodicity and methodology for conducting the internal audit.
- Reviewing the adequacy of internal audit function.
- Discussion with the statutory auditors before the audit committee about the nature and scope of audit as well as post –audit discussion to ascertain any area of concern.
- Carrying out any other function as mentioned in the term of reference of the Audit Committee.

During the financial year, four audit committee meetings held. The Chairman of the Audit Committee is an Independent Director. The composition of the Audit Committee and Attendance of Directors at the Meeting, during the financial year 2018-19 is shown below:

Sl No.	Name of Member	Category	No. of Meetings Held	No. of Meeting Attended
1.	Mr. Ravi Sharma (Chairman)	Independent, Non-Executive	4	4
2.	Mr. Amit Kumar Modi	Independent, Non-Executive	4	3
3.	Mrs. Deeksha Bajaj	Independent, Non-Executive	4	3
4.	Mr. Rajesh Mehra	Promoter, Executive	4	3

All the members of the Audit Committee are financially literate.

The Company Secretary of the Company acts as the Secretary of the meeting.

Mr. Ravi Sharma was present at the Twenty-Ninth Annual General Meeting of the Company to answer the queries of shareholders

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the board has been constituted in accordance with the requirements prescribed under section 178 of the Companies Act, 2013 and regulation 19 of securities and exchange board of India (listing obligation and disclosures requirements) regulation, 2015. The Committee comprises three independent directors viz. Mr. Ravi Sharma, Mr. Amit Kumar Modi and Ms. Deeksha Bajaj, respectively.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management
- Devising a police on diversity of board of director.
- Review of the performance of the Board of Directors and Senior Management Employees and independent directors based on certain criteria as approved by the Board and carry out the evaluation of every Director and perform all other functions as enumerated by the Companies Act, 2013.

The chairman of the committee is an Independent director. The composition of the Nomination and Remuneration committee and attendance of Directors at the meetings, during the financial year 2018-19, is shown below:

Sl No.	Name of Member	Category	No. of Meeting Held	Attendance
1.	Mr. Ravi Sharma (Chairman)	Independent Director	1	1
2.	Mr. Amit Kumar Modi	Independent Director	1	1
3.	Mrs. Deeksha Bajaj	Independent Director	1	1

During the financial year 2018-19, The Nomination and Remuneration Committee of Directors met 1 (One) time on 14th February, 2019.

No pecuniary relationship or transaction happened between the Non-Executive Directors vis-à-vis the Listed entity, during the financial year ended March 31, 2019.

No remuneration given to any Director.

No sitting fees is given to any Director

Board Evaluation policy is posted on the website of the company-<https://kraleasing.com>

C. Stakeholder's Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, and regulation 20 of securities and exchange board of India (listing obligation and disclosures requirements) regulation, 2015. the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee" and constituted.

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

The chairman of the committee is an Independent director, the composition of the Stakeholder Relationship Committee and attendance of director at the meetings, during the financial year 2018-19, is shown below:

SI No.	Name of Member	Category	No. of Meetings Held	No. of Meeting Attended
1.	Mr. Ravi Sharma (Chairman)	Independent, Non-Executive	2	2
2.	Mr. Amit Kumar Modi	Independent, Non-Executive	2	2
3.	Rajesh Mehra	Promoter, Executive	2	2

During the financial year 2018-19, the Stakeholder' Relationship committee of directors met two times, the dates of the meeting were 14th August 2018 and 14th February, 2019.

Company Secretary & Compliance Officer

Name: Ankit Dhamija
 Address: House No. 165, Sector-4, Part-II,
 Urban Estate Karnal, Haryana -132001
 Contact Details: Mail Id: ankitdhamija.cs@gmail.com
 Ph: 91-9996946788

Shareholder's Complaints: 2018-19

During the year, the Company has not received any Shareholder's Complaints.

D. Definition of Independent Director

The Companies Act, 2013 and SEBI (Listing Obligation and Discloser Requirements) Regulations, 2015 define an ' Independent Director' as a person who is not a promoter or employee or one of the key managerial personnel of the Company. The law also states that the person should not have a material pecuniary relationship with the Company or its subsidiaries, apart from receiving remuneration as an Independent Director.

Familiarization programme of Independent Director

All new Non Executive Director inducted into the Board are introduced to the Company Culture through orientation sessions. Current executive Directors and the senior management provide an overview of the operation to familiarize the new Non –executive Director. They have also been introduced to the organization's structure, service, group structure and subsidiaries, constitution, Board procedures, matters reserved for the Board major risks and risk management strategies.

Performance Evaluation of Independent Directors

The Board of Directors upon recommendation of Nomination and Remuneration Committee have laid down the criteria for performance evaluation of the Board of the Company, its Committees and the individual Board members including Independent Directors. The performance evaluation of the Board is done by each Director and during such evaluation the Director being evaluated has not participated.

Separate Meeting of Independent Director

The listed Company needs to conduct at least one meeting in a year wherein Independent Directors can evaluate the Board, Independent Directors, committees as well as the Board procedure of the Company. All independent Directors met separately on 14th February, 2018 without the presence of non- executive Directors.

4. GENERAL BODY MEETINGS.

A. Date, Venue and Time for the last three Annual General Meeting.

AGM Date	Venue	Time	Particulars of Special Resolution
30/09/2016	D-28, SMA Co-operative Industrial Estate, G T Karnal Road, Delhi-110033	11:00AM	→ Approval of Related Party Transactions.

29/09/2017	D-28, SMA Co-operative Industrial Estate, G T Karnal Road, Delhi-110033	11:00AM	→ Approval of Related Party Transactions.
29/09/2018	D-28, SMA Co-operative Industrial Estate, G T Karnal Road, Delhi-110033	11:00AM	→ Approval of Related Party Transactions.

Further there is no resolution has been passed through postal ballot during the financial year 2018-19.

5. DISCLOSURES

TRANSACTION WITH THE RELATE PARTY DURING THE FINANCIAL YEAR MARCH 31ST, 2019.

There is no related party transaction in respect of loan and advances in the nature of, loan to any of its subsidiary or associate company or firm/Companies in which directors are interested during the financial year 2018-19.

No pecuniary relationship /transaction between Non executive Directors and the Company. No remuneration is paid to any Director.

6. MEANS OF COMMUNICATION

The Annual Report and other statutory information are being sent to Shareholders. In compliance of the provisions of the Listing Regulation, 2015 the financial results of the company are general published in the newspaper "THE PIONEER" and posted on the company website www.krleasing.com.

GENERAL SHAREHOLDER INFORMATION.

- As per attached Notice to this Annual Report, the Annual General Meeting of the Company will be held on 30th September, 2019 at 11:00 A.M. at the registered office of the company.
- The Financial Year of the company ends on 31st March every year.
- In order to conserve the resources of the company and considering the business plan of the company, the Board of Directors do not recommend any dividend to equity shareholders of the company during the year.
- The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019, both days inclusive.
- Top 10 Shareholder as on 31st March 2019, is mentioned in MGT 9 as an annexure to Directors Report.
- Shareholding pattern as on March 31, 2019 are given as below:

Particulars	No. of shares held	%
Promoter-Individual/Hindu Undivided	2370370	35.34%
Body Corporate	2342300	34.92%
Bank, Financial Institutions, Insurance Companies & Mutual Funds	0.00	0.00
Bank	0.00	0.00
Financial Institutions	0.00	0.00

Insurance Companies	0.00	0.00
Mutual Funds/UTI	0.00	0.00
Central & State Governments	0.00	0.00
Foreign Institutional Investors	0.00	0.00
NRIs/Foreign Nationals	0.00	0.00
Non- Institutional	0.00	0.00
Public and Others	1994494	29.73%
Total	6707164	100

- **Address for correspondence**

- Name : **KRA Leasing Limited**
- **Registered Office :** C-20, SMA Co-operative Industrial Estate, G T Karnal Road, Delhi-110033.
- Corporate Office:** Plot No.3, Sector-11, IMT Manesar, Gurugram 122050, Haryana
- E-mail: kraleasing1990@gmail.com
- Website: www.kraleasing.com

- **Stock Exchange**

- Name and address: **Metropolitan Stock Exchange of India Limited**
Vibgyor Tower, 4th Floor, G Block C62, Bandra Kurla Complex, Bandra (E), Mumbai City, Maharashtra-400098

ISIN: INE300F01015 **Stock Code:** KRALEASING

Annual Listing Fees has been duly paid by the Company for the Financial Year 2018-19.

Share Price on MCX

Month	MCX Close	Share Price			No. of shares traded during the month	Turnover (Crores)
		High	Low	Close		
Shares of the company weren't Traded at any Stock Exchange.						

- **SHARE TRANSFER SYSTEM AND REGISTRAR & SHARE TRANSFER AGENTS**

All request if any for demate, remate, transfer, transmission are being handled by Registrar and Share transfer Agents and registered within 15 days of receipt of documents.

All request if any for transfer of shares in physical form are processed duly transferred share certificate are returned to the transferee within the time prescribed by law.

Address & Contact No.of Registrar & Share Transfer Agent are as follows

- **Registrar to the Issue**

- Name and Address: **Link Intime India Private Limited**
Noble Heights, 01st Floor, C-1 Block, LSC, Janak Puri, New Delhi-110058.
- Telephone: 011-41410592

- **DEMATERIALIZATION/REMATIALIZATION OF SHARES**

Procedure For Dematerialization /Rematerialization of Shares

Shareholders seeking demat /remate of their shares must approach the Depository Participants (DP) with whom they maintain a demat accounts. The DP will generate an electronic request and will send the physical share certificate to the registrar and share transfer Agents (“the Registrar”) of the Company. Upon receipt of request and Share Certificate, the registrar will verify the same. Upon verification, the Registrar will request the National Security Depository Ltd./Central Depository Service Ltd. (CDSL) to confirm the demat request. The demat Account of the concerned shareholder will be credited with an equivalent number of share. In case of a rejection of the request, it will be communicated to the shareholder.

In case of remate, upon receipt of a request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The registrar then request the NSDL and CDSL to confirm the request, the approval of the Company is sought and an equivalent number of shares are issued in the physical form to the shareholder.

The share certificates are dispatch within 15 days from the date of issue of share.

- No GDR/ADR/Warrants or any convertible instruments have been issued by the Company.
- No Non- Compliance has been done by the company or no penalties , strictures was imposed on the company by the Stock Exchange , SEBI or any statutory authority on account of non –compliance by the company on any matters related to the capital market during the last three Financial year.
- In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, as amended till date, on prevention of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guideline and the procedure to be followed and disclosure to be made, while dealing with the Company. It also cautions them on the consequences of non- compliance thereof.
- The Company follows the practice of ‘closure of Trading Window’ prior to the publication of price sensitive information. During this period, has set up a mechanism whereby the management and relevant staff and business associates of the Company are informed regarding the same and are advised not to trade in the Company’s securities.

VIGIL MECHANISM /WHISTLE BLOWER POLICY

- In pursuant to the provision of section 177(9) & (10) of the Company Act, 2013 read with regulation 22 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulation, 2015 a vigil mechanism for directors and employees to report genuine concern has been established . The vigil mechanism policy has been uploaded on the website of the Company at www.krleasing.com under investor/policy link.

- Whistle blower mechanism provide a way to the stakeholders, employees to report any instance of unethical behavior , actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy to the Independent Ombudsman.
- No personnel has been denied access to the Audit Committee under Vigil mechanism

MATERIAL SUBSIDIARY

- In pursuance of regulation 16(c)Material Subsidiary mean a subsidiary whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- The Company has formulated a policy for determining the Material Subsidiaries and the same is availed on our website www.kraleasing.com under investor/policy link.

RELATED PARTY

- The Company has formulated a policy for determining the related party transactions and the same is availed on our website www.kraleasing.com under investor/policy link.

OTHER DISCLOSURES-

- The CEO / CFO certificate in term of regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirement), 2015 has been placed before the Board.
- The Company complies with all the mandatory requirements of Listing Regulation, 2015. It is in the process of also complying with the non- mandatory requirements of the Listing Agreement on Corporate Governance.
- Reconciliation of Share Capital Audit
A Qualified Company Secretary carried out a secretarial audit to reconcile the total admitted equity capital with the National Securities Depository (NSDL) and the central Depository Service Limited (CDSL) and the total issued and listed equity capital. The Reconciliation of Share Capital Audit confirms that the total issued /paid up is in agreement with the total number of shares in the physical form and the total number of dematerialized shares held with NSDL and CDSL.
- Clause F of schedule V of Security and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulation, 2015 is not applicable.
- Clause C (10) (g) of Security and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulation, 2015 is not applicable on the Company.
- Required disclosures on the Company website is been done timely for the matters as stipulated in regulation 17 to 27 and clause and clause (b) to (i) of sub section (2) of regulation 46 of LODR .
- Total fee INR 35,000/- for all the services paid by the Company and its subsidiary, on a consolidated basis to the statutory auditor and all entities in the network firm /network entity of which the statutory auditor is a part.
- No Complaint received by Sexual Harassment committee

- Compliance of Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2) (b) to (i) of Listing Regulations

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	yes
<i>Meeting of board of directors</i>	17(2)	yes
<i>Quorum of board meeting</i>	17(2A)	yes
<i>Review of Compliance Reports</i>	17(3)	yes
<i>Plans for orderly succession for appointments</i>	17(4)	yes
<i>Code of Conduct</i>	17(5)	yes
<i>Fees/compensation</i>	17(6)	yes
<i>Minimum Information</i>	17(7)	yes
<i>Compliance Certificate</i>	17(8)	yes
<i>Risk Assessment & Management</i>	17(9)	yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	yes
<i>Recommendation of board</i>	17(11)	yes
<i>Maximum number of directorship</i>	17A	yes
<i>Composition of Audit Committee</i>	18(1)	yes
<i>Meeting of Audit Committee</i>	18(2)	yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	NA
<i>Vigil Mechanism</i>	22	yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party transactions</i>	23(4)	yes

<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	yes
<i>Annual Secretarial Compliance Report</i>	24(A)	yes
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	yes
<i>Meeting of independent directors</i>	25(3) & (4)	yes
<i>Familiarization of independent directors</i>	25(7)	yes
<i>Declaration from Independent Director</i>	25(8) & (9)	yes
<i>Directors and Officers insurance</i>	25(10)	NA
<i>Memberships in Committees</i>	26(1)	yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	yes
<i>Other Corporate Governance Discretionary requirements</i>	27	NA
<i>Filing of Quarterly Compliance Report on Corporate Governance</i>	27	Yes
<i>Website (b) terms and conditions of appointment of independent directors; (c) composition of various committees of board of directors; (d) code of conduct of board of directors and senior management personnel; (e) details of establishment of vigil mechanism/ Whistle Blower policy; (f) criteria of making payments to non-executive directors , if the same has not been disclosed in annual report; (g) policy on dealing with related party transactions; (h) policy for determining 'material' subsidiaries; (i) details of familiarization programmes imparted to independent directors including the following details:- (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date), (ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and (iii) other relevant details</i>	27	Yes

CODE OF CONDUCT

The Company has adopted Code of Conduct and ethics for Directors and Senior Management Personnel a copy of Code of conduct has been placed on the Company website www.krleasing.com

DECLARATION BY THE MANAGING DIRECTOR UNDER SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION ACT, 2015

To,
The Members
KRA Leasing Limited

I hereby declare that all the Directors and the designated employees in the senior management of the Company have affirmed compliance with their respective codes for the Financial Year ended March 31, 2019.

For and on behalf of
KRA Leasing Limited

Sd/-
Rajesh Mehra
Managing Director

Date: 12.08.2019
Place: Gurugram

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by M/s KRA Leasing Limited, for the year ended March 31st, 2019 as stipulated in applicable Regulations 17, 18, 19, 20, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **D Dixit and Associates**
Company Secretaries

Sd/-
CS Debasis Dixit
FCS No. 7218, CP No. 7871

Place: New Delhi
Date: 10th August, 2019

CEO/CFO Certification pursuant to regulation 17(8) of SEBI (Listing Obligation & Disclosure Requirements), 2015 for the financial year ending 2018-19

To,
The Board of Directors
KRA Leasing limited
C-20, SMA Co-operative Industrial Estate,
G T Karnal Road, Delhi-110033

This is to certify that

- a. We have reviewed financial statements and cash flow statements for the year ended 2018-19 and that to the best of our knowledge and belief:
 - I. These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - II. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulation,
- b. There are, to the best of our knowledge and belief, no transaction entered into by the company during the years which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept the responsibility for establishing and maintaining internal controls of financial reporting and that we evaluate the effectiveness of internal control systems of the company pertaining to the financial reporting and we have disclosed to the auditors and the Audit committee, deficiencies in operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors an Audit Committee,
 - I. Significant changes in internal control over financial reporting during the year,
 - II. Significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, and
 - III. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee have a significant role in the company's internal system over financial reporting.

Thanking You.

For **KRA Leasing Limited**

Sd/-
Rajesh Mehra
Chief Financial Officer and Managing Director

Date:12.08.2019
Place: Gurugram

PRACTICING COMPANY SECRETARY'S CERTIFICATE THJAT NONE OF THE DIRECTORS ON THE BOARD OF THE COMPANY HAVE BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTOR OF THE COMPANIES BY THE BOARD/MINISTRY OF CORPORATE AFFAIRS OR ANY STATUTORY AUTHORITY.

As required by item 10(i) of Part C of Schedule V of the SEBI(Listing Obligations and Disclosure Requirement) Regulations, 2015, I certify that none of the Directors on the Board of KRA Leasing Limited have been debarred or disqualified from being appointed or continuing as the Director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority.

For **D Dixit and Associates**
Company Secretaries

Sd/-
CS Debasis Dixit
FCS No. 7218, CP No. 7871

Place: New Delhi
Date: 10th August, 2019

INDEPENDENT AUDITOR'S REPORT**The Members of M/s KRA Leasing Limited****Report on the Audit of the Financial Statements**

We have audited the accompanying financial statements of **M/s KRA Leasing Limited**, which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss, the cash flow statement and a summary of significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SA's) specified under Sec – 143(10) of the Act. Our responsibilities under those SAs are further described in the auditor's responsibilities for the audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance of the Code of Ethics issued by ICAI together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and Rules thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on those matters.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of financial statements in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Report on Other Legal and Regulatory Requirement

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, are not applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit & Loss and the Cash flow statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,;
 - e) On the basis of written representations received from the directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls. This report is not applicable to the Company.
 - g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company did not have pending litigations-which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts-which required to be transferred by the Company to the Investor Education and Protection Fund.

For Arun K. Maheshwari & Co.
Chartered Accountants
(FRN: 21421N)

Place: New Delhi
 Date: 30/05/2019

(Arun Maheshwari)
(Proprietor)
Membership No.: 508847

Re: M/s KRA Leasing Limited

Referred to in paragraph 3 of our report of even date.

- (i) (a) The company has maintained proper records showing full particulars, including quantitative and situation of fixed assets.
- (b) According to information and explanation given to us, all the assets have been physically verified by the management during the year. There is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. As per management, no material discrepancies were noticed on such verification.
- (c) According to information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (ii) According to information and explanation given to us, the company does not have any inventories. Therefore, given compliances are not applicable to the company.
- (iii) According to our audit procedure and on the basis of information & explanations given to us, the company has granted unsecured loan to parties covered in the register maintained under section 189 of the Companies Act, 2013.
 - a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the company.
 - b) No schedule of repayment of principal and interest has been stipulated as they are receivable on demand. In view of no stipulation, no comment is given on regularity of repayment of receipts.
 - c) In view of (b) above, this clause is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the provisions of section 185 and 186 of the Companies Act, 2013 are not applicable to the company as the company is registered NBFC.
- (v) The company has not accepted deposits which require compliances with the directives issued by the Reserve Bank of India and the provision of sections 73 to 76 or any other provisions of the Companies Act and the rules framed there under.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub section 1 of section 148 of the Companies Act, in respect of any of the products of the company.
- (vii) (a) According to the information and explanations given to us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, GST, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31,

- 2019 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, GST and cess which have not been deposited on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial institutions, government or has not issued any debentures.
- (ix) According to our audit procedure and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
- (x) According to the information and explanations given to us, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the company, the company had not paid any managerial remuneration during the year; therefore company is not required to comply with the provision of section 197 & schedule V of the act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 188 of Companies Act, 2013 and the details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable to the Company.
- (xvi) The company is registered under section 45 IA of the Reserve Bank of India Act, 1934.

For Arun K. Maheshwari & Co.
Chartered Accountants
FRN :21421N

Place: New Delhi
Date :30/05/2019

(ARUN MAHESHWARI)
(Proprietor)
Membership No. : 508847

Re: M/s KRA Leasing Limited

Report on Internal Financial Controls Over Financial Reporting**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

We have audited the internal financial controls over financial reporting of M/s KRA Leasing Limited as on March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Arun K.Maheshwari & Co.
Chartered Accountants
FRN :21421N**

**Place: New Delhi
Date :30/05/2019**

**(Arun Maheshwari)
(Proprietor)
Membership No. : 508847**

NON BANKING FINANCIAL COMPANIES AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

To,
The Board of Directors,
M/s KRA Leasing Limited

We have audited the attached Balance Sheet of **M/s KRA Leasing Limited** as at 31st March, 2019 and also profit and loss Account for the year ended on that date.

These financial Statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

As required by the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Direction, 2008 issued by the Reserve Bank of India (RBI) vide Notification No. DNBS (PD) CC No. 129/03.02.82/ 2008-09 dated September 23, 2008, based on our audit, we give hereunder a statement on the matter specified in paragraphs 3 & 4 of the said directions:

1. The Company is engaged in the business of Non- Banking Financial Institution and has obtained a Certificate of Registration from Reserve Bank of India (RBI) as a Non-Banking Financial Company without accepting public deposit vide certificate No. B-14.00888 dated 13th May, 1998.
2. The Company is entitled to continue to hold the Certificate of Registration in terms of its asset/income pattern as on 31st March, 2019.
3. A resolution for non-acceptance of any public deposit was passed in the meeting of Board of Directors on 30th May, 2018 for the financial year 2018-19.
4. The Company has not accepted any public deposits during the year ended 31st March, 2019.
5. In our opinion and to the best of our information and according to the explanations given to us. The Company has complied with the prudential norms relating to Income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.
6. In terms of RBI circular No. DNBS.PD/CC.No. 93/03.05.002/2006-07 dated 27th April, 2007, the company is not required to file NBS-7 to Reserve Bank of India.

For Arun Maheshwari & Co.
Chartered Accountants
FRN :21421N

Place: New Delhi
Date : 30/05/2019

(ARUN MAHESHWARI)
(Proprietor)
Membership No. : 508847

KRA LEASING LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Note No.	Figures as at the end of current reporting period (Rs)	Figures as at the end of previous reporting period (Rs)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	67,071,640	67,071,640
(b) Reserves and Surplus	3	22,65,16,396	2046,66,349
(2) Non Current Liabilities			
(a) Deferred Tax Liabilities(Net)		656,301	8,16,652
(b) Long-Term Provisions	4	30,65,335	26,40,473
(c) Long-Term Liabilities	5	78,57,000	78,57,000
(3) Current Liabilities			
(a) Trade Payables-Other Long –term liabilities			
(A) Micro Enterprises and small enterprises			
(B) Other	6	382,931	1,09,223
(b) Other Current Liabilities	7	556,943	3,18,033
(c) Short-Term Provisions	8	60,51,274	4,32,331
Total Equity & Liabilities		31,21,56,830	2839,11,701
II.ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	9	92,32,693	103,41,685
(i) Gross Block			
(ii) Depreciation			
(iii) Net Block			
(b) Non-current investments	10	7,80,61,977	1785,61,977
(c) Long term loans and advances	11	9,12,780	9,12,780
(2) Current Assets			
(a) Trade Receivable	12	3,31,33,816	234,13,325
(b) Cash and cash equivalents	13	1,99,77,982	12,60,623
(c) Short-term loans and advances	14	17,08,37582	694,21,311
		-	-
Total Assets		31,21,56,830	2839,11,701

Notes to Accounts

1

Notes referred to above and notes attached there to form an integral part of BalanceSheet

This is the Balance Sheet referred to in our Report of even date.

For Arun K. Maheshwari & Co.

For and on behalf of Board of Directors

For KRA Leasing Ltd

Chartered Accountants

Sd/-

Sd/-

Sd/-

Sd/-

Rajesh Mehra

Ajay Mehra

Ankit Dhamija

Arun Maheshwari (Managing Director and CFO)
(Proprietor)(Director)
DIN-00058245

(Company Secretary)

Membership No:508847

Firm Reg. No:21421N

Place: Gurugram

Date: 30/05/2019

KRA LEASING LIMITED				
PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2019				
Sr. No	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I	Revenue from Operations	15A	3,35,69,875	84,56,301
	Revenue from Others	15B	23,49,582	21,82,548
	Total Revenue		3,59,19,727	1,06,38,849
II	Expenses:			
	Employee Benefit Expenses	16	3,75,000	4,08,000
	Other Administrative Expenses	17	50,41,783	66,32,686
	Depreciation	9	11,08,993	13,29,304
	Total Expenses		65,25,776	83,69,990
III	Profit before exceptional, extraordinary and prior period items and tax	(I - II)	2,93,93,951	22,68,859
IV	Tax expense and Provision:			
	(1) Current tax		72,78,918	15,99,214
	(2) Previous Year Tax		475	1,25,338
	(3) Deferred Tax		(160,351)	(3,71,261)
	(4) Contingent prov. against standard asset		424,862	58,266
V	Profit/(Loss) for the period	(III-IV)	2,18,50,047	8,57,302
VI	Earning per equity share:			
	(1) Basic		3.26	0.13
	(2) Diluted		3.26	0.13
	Number of Equity Shares of Rs.10 each		6,707,164	6,707,164

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement
This is the Profit & Loss Statement referred to in our Report of even date.

For Arun K.Maheshwari
Chartered Accountants

For and on behalf of Board of Directors
For KRA Leasing Limited

Sd/-

Arun Maheshwari
(Proprietor)

M. No: 508847

Firm Reg No: 21421N

Place: Gurugram

Date : 30/05/2019

Sd/-

Rajesh Mehra
(Managing Director and CFO)

DIN: 00058232

Sd/-

Ajay Mehra
(Director)

DIN: 00058245

Sd/-

Ankit Dhamija
(Company Secretary)

KRA LEASING LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

	Particulars	Amount (In Rs)	
		Year ended 31.03.2019	Year ended 31.03.2018
A.	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	NET PROFIT AFTER TAX & ADJUSTMENTS AS PER P&L A/C	2,18,50,047	8,57,302
	Adjustments for :		
	Depreciation	11,08,993	13,29,304
	Long term capital Gain	-	-
	Short term Capital Gain	-	-
	Provision for Deferred Tax Liability	-160,351	-3,71,261
	Provision on standard assets	4,24,862	58,266
	Operating Profit before working capital Changes	2,32,23,551	18,73,611
	Adjustments for :		
	Increase in current assets, Loan and Advances	-11,11,36,762	-34,73,736
	Decrease in current liabilities	5,11,628	2,57,240
	Increase in current liabilities	-	-20,14,450
	Decrease in Provisions	-	-23,32,034
	Increase in Provisions	56,18,943	-
	Cash generation from operations	-8,17,82,640	-56,89,369
	NET CASH FLOW GENERATING FROM OPERATING ACTIVITIES	-8,17,82,640	-56,89,369
B.	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Purchase of fixed assets (Addition during the year)	-	-41,101
	Increase/(Decrease) in Investment	(10,05,00,000)	-7,30,00,000
	NET CASH USED IN INVESTING ACTIVITIES	(10,05,00,000)	-7,30,41,101
C.	<u>CASH FLOW FROM FINANCIAL ACTIVITIES</u>		
	Increase in long term liabilities	-	78,57,000
	NET CASH FLOW GENERATING FROM FINACIAL ACTIVITIES	-	78,57,500
	NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	1,87,17,360	-7,08,73,470
	CASH AND CASH EQUIVALENTS-OPENING BALANCE	12,60,623	7,21,34,094
	CASH AND CASH EQUIVALENTS-CLOSING BALANCE	1,99,77,982	12,60,624

NOTES:

- Cash and Cash equivalents include cash, FDR and balance with schedules banks
- Previous Year's figures have been re-grouped/re-arranged wherever necessary to confirm to the current years presentations.

For Arun K. Maheshwari & Co.

Chartered Accountants

Firm Reg. No: 21421N

Sd/-

Arun Maheshwari

Proprietor

M No: 508847

Sd/-

Rajesh Mehra

Managing Director and CFO

DIN: 00058232

For and on behalf of Board of Directors

For KRA Leasing Limited

Sd/-

Ajay Mehra

Director

DIN: 00058245

Sd/-

Ankit Dhamija

Company Secretary

Place: Gurugram

Date: 30/05/2019

KRA LEASING LTD

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2019

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

NOTE-1

1. DISCLOSURE OF ACCOUNTING POLICIES:-

The financial statement of the company has been prepared in accordance with generally accepting principles and applicable accounting standards as adopted consistently by the company. The Accounts are maintained under the historical cost convention on accrual basis as a going concern.

The company generally follows Mercantile System of accounting and recognizes items of income and Expenditure on accrual basis except as otherwise stated

2. VALUATION OF INVENTORIES: -

As company does not have any inventory, this AS is not applicable to the company.

3. CASH FLOW STATEMENT

Cash Flow statement has been attached to the balance sheet and profit and loss account.

4. EVENT OCCURRING AFTER BALANCE SHEET DATE:-

There is no event occurring after the balance sheet date requires adjustment or disclosure.

5. NET PROFIT OR LOSS FOR THE PERIOD, PRIOR PERIOD ITEMS AND CHANGES IN ACCOUNTING POLICIES:-**a) Net Profit for the period:**

All items of income and expenses in the period are included in the determination of net profit for the period, unless specifically mentioned elsewhere in the financial statements or as required by an Accounting Standard.

b) Prior period items:

No prior period item has been debited to profit and loss account during the year.

6. DEPRECIATION:-

Depreciation has been provided under WDV method in accordance with Schedule II to the Companies Act, 2013.

7. CONSTRUCTION CONTRACTS:-

The above is not applicable to the company as it is not engaged in the business of construction.

8. REVENUE RECOGNITION:-

The company follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis on going concern concept.

9. ACCOUNTING FOR FIXED ASSETS:-

Fixed assets are stated at cost less accumulated depreciation. Costs include all expenses incurred to bring the asset to its present location and condition.

10. ACCOUNTING FOR INVESTMENTS:-

Investments are accounted at the cost of acquisition. All the investments are long-term investments. Diminution in the market value of long-term investments is provided for only when

there is a permanent diminution in the value of such investments.

11. ACCOUNTING FOR AMALGAMATIONS:-

The above is not applicable as there is no amalgamation during the year.

12. EMPLOYEES BENEFIT:-

The company has liability only on account of short term employee benefits to employees like Salary, wages which is accounted as expenses in the year of payment. As per Management, there is no liability of the company on account of Gratuity.

13. FOREIGN EXCHANGE :-

Exchange Difference transfer to Profit & Loss Account	Nil
Earning in Foreign Exchange during the year	Nil
Expenditure in Foreign Exchange during the year	Nil

14. GOVERNMENT GRANTS: -

There are no grants or subsidies received from the government during the previous year.

15. BORROWING COST:-

There is no borrowing cost incurred by the company during the year.

16. LEASE:-

No asset acquire by the company on lease during the current year.

17. SEGMENT REPORTING:-

The Company has identified business segment as its primary segment, which comprise NBFC activities. The Company has earned income from rent receipt and agriculture receipt also as given in notes to Profit and loss account.

18. IMPAIRMENT OF ASSETS:-

Impairment means reduction in value of asset, such impairment can be due to market conditions, accident, physical damage to asset, decline in market value of asset, etc. No impairment of asset has been done as no external or internal indicator exists on Balance Sheet date.

19. RELATED PARTY DISCLOSURES:-

(A) Related Parties and their Relationship

(i) Key management Personnel

Name

Mr. Rajesh Mehra

Mr. Shri Kishan Mehra

Mr. Ajay Mehra

(ii) Associates Companies & Firms

M/s Jauqar & Co Pvt Ltd

M/s Sweet Hospitality (P) Ltd

NOTE: - Details above have been given for only those parties who have some transactions with the company during the year.

(B)

Transaction	Associate Companies	Key Managerial Personnel	Relative of Key Management Personnel	HUF of Key Management Personnel	Total
Loans received back during the year	13500000	-	-	-	13500000
Resort Receipt	1200000	-	-	-	1200000
Interest received	3879042	-	-	-	3879042
Balance as on 31.03.2019					
Investment in shares	45350017	-	-	-	45350017
Loans given	50500000	-	-	-	50500000
Interest receivable	22930585	-	-	-	22930585

20. EARNING PER SHARE:-

Current year (Rs.)

Previous year (Rs.)

Net Profit after tax available for Equity Shareholders	Rs. 21850047	Rs.857302
Basic/diluted EPS	3.26	0.13
Number of Shares	6707164	6707164
Face value per share	Rs. 10/-	Rs. 10/-

21. ACCOUNTING FOR TAX ES ON INCOME:-

Current tax is determined as the amount of tax payable in respect of taxable income for the relevant period.

Deferred tax liability/asset is as per the balance sheet.

22. INTERIM FINANCIAL REPORTING: -

Quarterly financial results are published in accordance with the guidelines issued by the SEBI.

23. INTANGIBLE ASSETS:-

The Company has not acquired any intangible asset during the year.

24. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS: -

Provision is recognized in the accounts when there is present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Note : 2 Share Capital

Sr. No	Particulars	Current Year	Previous Year
1	AUTHORISED CAPITAL 70,00,000 (31.03.2017: 7000000) Equity Shares of Rs. 10/- each.	70,000,000	70,000,000
		70,000,000	70,000,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL Paid up Share capital by allotment 6707164 (31.03.2017: 6707164)Equity Shares of Rs. 10/- each, Fully paid up	67,071,640	67,071,640
	Total	67,071,640	67,071,640
3	Reconciliation of the number of shares and amount at the beginning and at the end of the reporting year Number of shares:- Opening Balance (In Nos) Add Issued during the year Closing Balance (Nos)	6,707,164 NIL 6,707,164	6,707,164 NIL 6,707,164
	Amount in rupees:- Opening Balance (In Rs.) Add Issued during the year Closing Balance (Rs)	67,071,640 NIL 67,071,640	67,071,640 NIL 67,071,640
4	Terms/Rights attached to equity shares The Company has only one class of equity shares having at par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares shall be entitled to receive remaining assets of the company, after distribution of all preferential amounts, The distribution will be in proportion to the number of equity share held by the shareholders		
5	Number of shares held by each share holders, holding more than 5% of shares:- Name of share holders	31/03/2019	31/03/2018
		Shares %	Shares %
	1. Prompt Capital & Finser (P) Ltd	568400 8.47	568400 8.47
	2. G.R.Sales (P) Ltd	466200 6.95	466200 6.95
	3. Essco Sanitations (P) Ltd	719400 10.73	719400 10.73
	4. Bastion Industrial Leasing Finance Pvt.Ltd	417200 6.22	417200 6.22
	5. SMG Enterprises (P) Ltd	409800 6.11	409800 6.11
	6. Ajay Mehra	465240 6.94	465240 6.94

6	There is no shares reserved for issue under options and contract /commitments for the sale of shares /disinvestment, including the terms and amounts:	
7	For the period of five years immediately preceding the date as at which the balance sheet is prepared:	
	(A) Aggregate number and class of shares allotted as fully paid –up pursuant to contract (s) without payment being received in cash	Nil
	(b) Aggregate number and class of shares allotted as fully paid-up by way of bonus shares	Nil
	(c) Aggregate number and class of shares bought back.	Nil

Note: 3 Reserve & Surplus

Sr. No	Particulars	Current Year	Previous Year
Surplus in Statement of Profit & Loss			
1	Balance brought forward from previous year	19,55,89,011	19,49,03,169
	Add: Profit/Loss for the period	2,18,50,047	08,57,302
		21,74,39,058	19,57,60,471
	Less: Amount Transfer to Special Reserve u/s 45 IC of RBI	43,70,009	1,71,460
		21,30,69,048	19,55,89,011
2	Special Reserve u/s 45 IC of RBI Act,1934	1,34.47,347	90,77,338
	Total	22,65,16,396	20,46,66,349

Note : 4 Long Term Provisions

Sr. No	Particulars	Current Year	Previous Year
a)	Contingent Provision against Standard Assets	7,65,335	3,40,473
b)	Provision for Doubtful debts	2,300,000	2,300,000
	Total	30,65,335	26,40,473

Note : 5 Long Term Liabilities

Sr. No	Particulars	Current Year	Previous Year
1.	Security Deposit received	78,57,000	78,57,000
	Total	78,57,000	78,57,000

Note : 6 Trades Payable-Other

Sr. No	Particulars	Current Year	Previous Year
1.	Sundry Creditors for Services (amount due on account of goods purchased or services rendered in the normal course of business)	3,82,391	1,09,223
	Total	3,82,391	1,09,223

Note : 7 Other Current Liabilities

Sr. No	Particulars	Current Year	Previous Year
1	Expenses payable	3,31,696	1,74,732
2	Government Dues	2,24,797	1,43,301
	Total	5,56,493	3,18,033

Note : 8 Short Term Provisions

Sr. No	Particulars	Current Year	Previous Year
1.	Provision for Income Tax	60,51,274	4,32,331
	Total	60,51,274	4,32,331

KRA LEASING LTD															
Note Forming Integral Part of the Balance Sheet as at 31st March 2019															
Note : 9 Fixed Asset As Per Companies Act 2013					DEPRECIATION CHART FOR F. Y. 2018-19										(Amount in Rs)
Date of Purchase / Put to use	Particular	Original Cost (Rs)	Dep. charged upto 31.03.2018	WDV as on 01.04.2018	Purchase during the year	Life as per Co. Act, 2013	Life Use d till 31/03/2019	Remaini ng Life	Salvaged value	Depreciabl e amount over whole life	Exce ss Dep . (Alr ead y char ged)	Rat e of Dep.	Dep. for the Year 2018-19	Adju sted with Retained Earn ing	WDV as on 31 st Mar 2019
(A) Land															
	Resort & Agriculture Land	30,16,765	-	30,16,765											30,16,765
(B) Buildings															
	Resort Building	211,56,013	1,58,09,333	53,46,680		30.00			10,57,803	200,98,210	-		7,83,487	-	45,63,193
(C) Plant and Machinery															
	Plant & Machinery	66,22,024	49,42,940	16,89,084		15.00			3,31,103	62,90,921	-		2,96,894	-	13,82,190
(D) Electrical Equipment															
	Electrical Equipment's	39,36,408	36,53,063	2,83,345	41,110	10.00			1,96,820	37,39,588	-		28,612	-	2,54,733
(E) Office Equipment's															
	Office Equipment	70,200	66,690	3,510		5.00			3,510	66,690	-		-	-	3,510
(F) Furniture and Fixtures															
	Furniture & Fixtures	2,46,038	2,33,736	12,302		10.00			12,302	233,736	-		-	-	12,302
	TOTAL ASSETS (A+B+C+D+E+F)	350,47,448	2,47,05,762	1,03,41,686	41,110				16,01,538	304,29,145	-		11,08,983	-	92,32,693

Note : 10 Non Current Investment

Sr. No	Particulars	Current Year	Previous Year
(a)	Investment in Equity Instrument (unquoted):-		
	In Others		
1	56044 shares of Jaquar & Co (P) Ltd Unquoted, fully paid, at cost (15.14% of Total Holding)	210,74,100	210,74,100
2	45000 share of G.R. Sales (P) Ltd Unquoted, fully paid, at cost (3.83% of Total Holding)	5,77,582	5,77,582
3	160000 shares of Sanraj Farms (P) Ltd Unquoted, fully paid, at cost (19.65% of Total Holding)	1,60,00,000	1,60,00,000
4	165415 shares of Essco Sanitations (P) Ltd Associate, unquoted, fully paid, at cost (16.62% of Total Holding)	28,56,505	28,56,505
	Subsidiary		
1	155623 shares of SMG Enterprises Ltd Subsidiary, unquoted, fully paid, at cost (51.84% of Total Holding)	48,41,830	48,41,830
		4,53,50,017	4,53,50,017
(b)	Investment in Mutual Fund:-		
	Investment in Mutual Fund	-	10,05,00,000
	Total (a+b)	4,53,50,017	14,58,50,017
(c)	Investment in Properties:-		
	Office Building (Connaught Place)	3,27,11,960	3,27,11,960
		3,27,11,960	3,27,11,960
	Gross Investments-Total (a + b + c)	7,80,61,977	17,85,61,977
	Net Investments	7,80,61,977	17,85,61,977
	Aggregate amount of quoted Investments	-	10,05,00,000
	Aggregate amount of unquoted Investments	7,80,61,977	7,80,61,977
	Market Value of quoted Investments	-	10,70,14,880

Note : 11 Long Term Loans and Advances

Sr. No	Particulars	Current Year	Previous Year
a)	(Unsecured , Considered Goods)		
	Security Deposit Given	9,12,780	9,12,780
	Total	9,12,780	9,12,780

Note : 12 Trade Receivables

Sr. No	Particulars	Current Year	Previous Year
1	<u>Outstanding for more than Six Months</u>		
	Unsecured, considered good	2,17,39,448	2,00,90,772
2	Other Debts	1,13,94,368	33,22,553
	Total (1 + 2)	3,31,33,816	2,34,13,325

Note : 13 Cash & Cash Equivalent

Sr. No	Particulars	Current Year	Previous Year
1	Cash Balance	8,00,085	6,34,314
2	Bank Balance	1,91,77,897	6,26,309
	Total [1 + 2]	1,99,77,982	12,60,623

Note :14 Short Terms Loans and Advances

Sr. No	Particulars	Current Year	Previous Year
1	Loans	16,05,00,000	6,40,00,000
2	Advance Income Tax	87,09,991	26,20,679
3	Mat Recoverable	15,66,434	27,94,078
4	Other Current Assets	61,157	6,554
	Total (1 + 2 + 3 + 4)	17,08,37,582	6,94,21,311

Note : 15A Revenue from Operations

Sr. No	Particulars	Current Year	Previous Year
1	Interest received	1,13,81,424	58,37,301
2	Short Term Capital Gain	64,74,751	6,048
3	Rent Received	1,57,14,000	26,19,000
	Total A (1+2+3)	3,35,69,875	84,56,301
15B	Revenue from Other Activities		
1	Resort Receipts	12,00,000	6,75,000
2	Agricultural Income	11,44,000	15,01,500
3	Interest of FDR	5,852	6,048
	Total B (1+2+3)	23,49,852	21,82,548
	Total (A+B)	3,59,19,727	1,06,38,849

Note : 16 Employee Benefit Expenses

Sr. No	Particulars	Current Year	Previous Year
1	Salaries & Perquisites	3,75,000	4,08,000
	Total	3,75,000	4,08,000

Note : 17 Other Administrative Expenses

Sr. No	Particulars	Current Year	Previous Year
1	Agricultural Expenses	7,03,963	6,11,404
2	Auditor's Remuneration	25,000	25,000
3	Electricity Expenses	5,11,802	4,25,839
4	Internal Audit Fees	48,000	48,000
5	Legal & Professional Charges	3,65,285	3,80,916
6	Listing Charges	1,19,516	1,03,972
7	Postage & Telegram	5,577	5,446
8	Printing & Stationery	2,016	1,648
9	Property Tax	2,83,622	2,83,622
10	Property Tax (CP Property)	17,98,367	6,44,314
11	Rates & Taxes	6,538	6,124

12	Maintenance Charges (CP Property)	2,97,847	16,02,419
13	Resort Maintenance	8,26,188	3,20,196
14	Service Tax paid	-	750
15	Telephone Expenses	8,804	8,467
16	Bank Charges	133	29
17	Advertisement	38,976	33,853
18	Brokerage for renting of premises	-	19,64,250
19	GST Expenses	150	4,500
20	Penalty & Fine	-	3,570
21	Registration duty of rent agreement	-	1,58,367
	Total	50,41,783	66,32,686

NOTES ON ACCOUNTS

(1) CONTINGENT LIABILITIES:-

Company has given bank guarantee of Rs.90000/- in favour of The Commissioner, DVAT against the registration of the Company with DVAT Department.

- (2) All balance of loans/advances given or taken are subject to confirmation.
(3) Previous year figure have been regrouped/rearranged wherever necessary.
(4) Foreign Currency Transaction: NIL
(5) AUDITOR'S REMUNERATION

Particulars	Current Year (in Rs.)	Previous Year (in Rs)
Audit Fees	25000	75000
Taxation Fees	Nil	75000
Total	25000	150000

- (6) Pursuant to the listing agreement with stock exchange, cash flow statement has been attached to the balance sheet and profit & loss account.
(7)) In the opinion of the Board of Directors, Current Assets, Loans and advances have appeared on the value to be realized in the ordinary course of Business at least equal to the amount at which they are stated.
(8) As per management, the loans and advances have been categorized Short Term as the same are receivable on demand.

For Arun K. Maheshwari & Co.
Chartered Accountants
FRN: 21421N

For and on behalf of Board of Directors
For KRA Leasing Ltd

Sd/-
Arun Maheshwari
(Proprietor)
M. No. 508847

Sd/-
Rajesh Mehra
Managing Director and CFO
DIN: 00058232

Sd/-
Ajay Mehra
Director
DIN: 0058245

Sd/-
Ankit Dhamija
Company Secretary

Place: Gurugram
Date: 30/05/2019

INDEPENDENT AUDITOR'S REPORT

To the Members of **KRA Leasing Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **KRA Leasing Limited** (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss, and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2019, of consolidated profit/loss, and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the *Code of Ethics issued by ICAI*, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its subsidiary in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its subsidiary are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the

design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- We did not audit the financial statements of the only subsidiary whose financial statements reflect total assets of 62779429/- as at 31st March, 2019, total revenues of Rs.216000 and net cash flows amounting to Rs. -62821 for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of Rs.185895 for the year ended 31st March, 2019, as considered in the consolidated financial statements, in respect of the only subsidiary whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.
- Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

- **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure – 'A'.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the consolidated financial position of the Group.
 - ii. The Group, did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company incorporated in India.

For **Arun Maheshwari & Co.**
Chartered Accountants
(FRN: 2142IN.)

Place: Delhi
 Date : 30/05/2019

(Arun Maheshwari)
(Proprietor)
(Membership No. 508847)

KRA LEASING LTD
CIN : L65993DL1990PLC039637
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Note No.	<i>Figures as at 31st March, 2019</i>	<i>Figures as at 31st March, 2018</i>
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2	6,29,73,640	6,29,73,640
(b) Reserves and Surplus	3	22,13,01,562	20,00,37,967
(c) Minority Interest	4	1,51,23,342	1,43,82,539
<u>(2) Non Current Liabilities</u>			
(a) Deferred Tax Liabilities		656,301	8,16,652
(b) Long-Term Provisions	5	3,06,53,335	26,40,473
(c) Long-Term Liabilities	6	78,57,000	78,57,000
<u>(3) Current Liabilities</u>			
(a) Short-Term Borrowings	7	4,60,15,000	4,56,50,000
(b) Trade Payables	8		
(A) Micro and small enterprises			
(B) Others		394,191	1,32,823
(c) Other Current Liabilities	9	570,918	3,18,033
(d) Short-Term Provisions	10	60,87,040	4,66,697
Total Equity & Liabilities		36,40,44,329	33,52,75,824
II. ASSETS			
<u>(1) Non-Current Assets</u>			
(a) Fixed Assets	11	92,32,693	1,03,41,685
(b) Non-current investments	12	12,92,39,953	22,93,39,612
(c) Long term loans and advances	13	10,47,030	10,47,030
<u>(2) Current Assets</u>			
(a) Trade Receivable	14	3,35,00,866	2,35,99,726
(b) Cash and cash equivalents	15	2,01,40,206	14,85,668
(c) Short-term loans and advances	16	17,08,83,581	6,94,62,103
Total Assets		36,40,44,329	33,52,75,824

Notes to Accounts

Notes: referred to above and notes attached there to form an integral part of Consolidated Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

For Arun K. Maheshwari & Co.

Chartered Accountants
FRN: 21421N

For and on behalf of Board of Directors
For KRA Leasing Ltd

Sd/-
Arun Maheshwari
Proprietor
M No: 508847

Sd/-
Rajesh Mehra
Managing Director and CFO
DIN: 00058232

Sd/-
Ajay Mehra
Director
DIN: 00058245

Place: Gurugram
Date: 30/05/2019

Sd/-
Ankit Dhamija-Company Secretary

KRA LEASING LTD
CIN: L65993DL1990PLC039637
CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE PERIOD
ENDED ON 31ST MARCH, 2019

Sr. No	Particulars	Note No.	31st March, 2019	31st March, 2018
I	Revenue from Operations	17A	3,37,85,875	86,72,301
	Revenue from Others	17B	23,49,852	21,82,548
	Total Revenue		3,61,35,727	1,08,54,849
II	Expenses:			
	Employee Benefit Expenses	18	3,75,000	4,08,000
	Depreciation	11	11,08,993	13,29,304
	Other Administrative Expenses	19	50,71,888	66,68,340
	Total Expenses		65,55,881	84,05,644
III	Profit before exceptional, extraordinary and prior period items and tax	(I - II)	2,95,79,846	24,49,205
	Exceptional items			
IV	Profit before extraordinary and prior period items and tax		2,95,79,846	24,49,205
	Extraordinary items		-	-
	Prior period item		-	-
V	Profit before tax			1,37,40,041
VI	Tax expense and Provision:			
	(1) Current tax		73,10,402	16,28,968
	(2) Previous Year Tax		534	1,25,334
	(3) Deferred Tax		(1,60,351)	3,71,261
	(4) Provision for NPA		4,24,862	58,266
VII	Profit/(Loss) after tax for the year	(III-IV)	2,20,04,399	10,07,898
IX	Share of Profit/(Loss) : Minority Interest		74,342	72,533
X	Profit/(Loss) of Associate Companies			-
XI	Group Profit/(Loss) After Tax for the year		2,19,30,057	9,35,365
VI	Earning per equity share:			
	(1) Basic		3.48	0.15
	(2) Diluted		3.48	0.15
	Number of Equity Shares of Rs.10 each		62,97,364	62,97,364

Notes to Accounts

Notes: referred to above and notes attached there to form an integral part of Consolidated profit and loss Statement

This is the Profit and Loss Statement referred to in our Report of even date.

For Arun K. Maheshwari & Co.

Chartered Accountants

FRN: 21421N

For and on behalf of Board of Directors

For KRA Leasing Ltd

Sd/-

Arun Maheshwari

Proprietor

M No: 508847

Sd/-

Rajesh Mehra

Managing Director and CFO

DIN: 00058232

Sd/-

Ajay Mehra

Director

DIN: 00058245

Sd/-

Ankit Dhamija

Company Secretary

Place: Gurugram

Date: 30/05/2019

KRA LEASING LTD
CIN: L65993DL1990PLC039637
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

	Year Ended 31.03.2019	Year Ended 31.03.2018
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax, share of profit/(loss) of associates and minority interest	2,95,79,846	24,49,205
Adjustments for:		
Depreciation	11,08,993	13,29,304
Taxes paid	-	-
Long term Capital Gain	-	-
Provision for Deferred Tax Liability	1,60,351	3,71,261
Provision for NPA	(4,24,862)	(58,266)
Operating Profit before working capital Changes:	3,04,24,328	26,55,010
Adjustments for:		
Increase in current assets, Loans and Advances	(99,01,140)	(61,68,971)
Decrease in current assets, Loans and Advances	(10,14,21,478)	25,05,222
Decrease in current liabilities	2,61,368	(20,21,815)
Increase in current liabilities	6,17,885	58,57,240
	(8,00,19,037)	42,63,180
Less: Direct Taxes Paid	(16,90,593)	(40,86,924)
NET CASH FLOW GENERATING FROM OPERATING ACTIVITIES	(8,17,09,630)	1,76,256
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Mutual Funds	10,05,00,000	7,30,00,000
Sale of Non Current Investments	(4,00,341)	-57,83,489
Purchase of fixed assets	-	-41,100
NET CASH FLOW GENERATING FROM INVESTING ACTIVITIES	10,00,99,659	7,88,24,589
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase in Non Current Liabilities	2,64,509	75,44,004
NET CASH FLOW GENERATING FROM FINANCING ACTIVITIES	2,64,509	75,44,004
NET INCREASE/ DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	1,86,54,538	-7,11,04,329
CASH AND CASH EQUIVALENT BALANCE -OPENING BALANCE	14,85,668	61,74,394
CASH AND CASH EQUIVALENT BALANCE -CLOSING BALANCE	2,01,40,206	14,85,669

NOTES:

1. Cash and Cash equivalent include cash, FDR and balance with scheduled banks.

In Terms of our report of even date attached

For Arun K. Maheshwari Co.

Chartered Accountants

FRN: 21421N

Sd/-

Arun Maheshwari

Proprietor

M No: 508847

Sd/-

Rajesh Mehra

Managing Director and CFO

DIN: 00058232

Sd/-

Ajay Mehra

Director

DIN: 00058245

Sd/-

Ankit Dhamija

Company Secretary

For and on behalf of Board of Directors

For KRA Leasing Ltd

Place: Gurugram

Date: 30/05/2019

NOTE-1:**SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 31 MARCH, 2019****(a) Background**

KRA Leasing Limited has direct controlling interest in the following entities during the year ended March 31, 2019 :

Entity	Country of Incorporation	Name of Parent	Percentage of holding (%)
<u>Subsidiaries</u>			
SMG Enterprises Limited (Subsidiary Company)	India	M/s KRA Leasing Limited	51.84%
<u>Cross Holding</u>			
M/s KRA Leasing Limited (Subsidiary company M/s SMG Enterprises Limited holds shares in Holding Company)	India	M/s SMG Enterprises Limited	6.11%

(b) Basis of Consolidation

The consolidated financial statements have been prepared to comply with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (the 'Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The financial statements have been prepared on a going concern basis under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Group.

(c) Principles of Consolidation

The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement (collectively referred to as ('consolidated financial statements')) include the financial statements of KRA Leasing Ltd, i.e. the Parent Company and its subsidiary and associate (hereinafter referred to as 'the Group'). The consolidated financial statements of the Group have been prepared in accordance with the notified Accounting Standard 21 'Consolidated Financial Statements'.

The consolidated financial statements have been prepared on the following basis:

- i. In case of subsidiary, the consolidated financial statements have been combined on a line by line basis by adding the book value of the like items of the assets, liabilities, income and expenses after eliminating intra-group transactions and resulting un-realised profits/losses in full (if any). The amounts shown in respect of reserves comprise the amount of the relevant reserves as per balance sheet of the Parent Company and its share in the post-acquisition increase in the relevant reserves of the subsidiaries.
- ii. The excess/deficit of cost to the Parent Company of its investment over its portion of equity (Net Assets) in the subsidiary at the respective date on which the investment in such entity was made is recognized in the financial statements as goodwill/capital reserve on consolidation on the basis of last audited Balance Sheet of the subsidiary. The Parent Company's portion of equity (net assets) in such entities is determined on the basis of book value of assets and liabilities as per financial statements of the entity as on the date of investment.

iii. Minority Interest in the net assets of consolidated subsidiary consists of the amount of equity (net assets) attributable to the minority shareholders at the dates on which investments are made by the company in subsidiary company.

iv. The Consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.

(d) Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and the disclosure relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates. Any revisions to accounting estimates are recognised in the current and future periods.

A. GROUP'S SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Accounting:

The consolidated financial statements are generally prepared on a going concern basis under the historical cost convention on accrual basis, unless specifically mentioned. These consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India.

2. Inventories :

The holding company and subsidiary company does not have any closing stock of inventories.

3. Cash Flow statements: -

Consolidated Cash flow statement has been attached to the Consolidated Balance sheet and Profit & loss statement as per "Accounting Standard -3" prescribed by the Institute of Chartered Accountant of India.

4. Events occurring after balance sheet date: -

There are no events occurring after the balance sheet date that require adjustment or disclosure.

5. Net Profit or loss for the period, prior period items and changes in accounting policies:

- i) Net profit for the period:
All items of income and expenses in the period are included in the determination of net profit for the period, unless specifically mentioned elsewhere in the consolidated financial statements or as required by an Accounting Standard.
- ii) Prior period items:
All prior period items have been shown under the head 'other expenses' in the Consolidated Profit & Loss account.

6. Depreciation & Amortization:

Depreciation on fixed assets has been provided on straight-line method at the rates and in the manner prescribed under schedule II to the Companies Act, 2013.

7. Accounting for Construction Contracts:

The above standard is not applicable to the Group as it is not engaged in the business of construction.

8. Revenue recognition :

- i) The group follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis on going concern concept.
- ii) Interest receipts, rent receipts, and capital gain are accounted for on accrual basis.

9. Fixed Assets:

Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost comprises the purchase price (net of cenvat credit availed) and any attributable cost of bringing the assets to its working condition for its intended use.

10. Investments :

Investments are accounted at the cost of acquisition. All the investments are long term investments. Diminution in the market value of long term investments is provided for only when there is a permanent diminution in the value of such investments. Profit/loss on sale of investments are computed with reference to their cost determined on first in first out basis.

11. Accounting for Amalgamations:

The above standard is not applicable as there was no amalgamation during the year.

12. Employees benefits :

The parent company, its subsidiary and its associate has liability only on account of short term employee benefits to employees like Salary, wages which is accounted as expenses in the year of payment. In these companies, there is no contribution to Provident Fund or ESI as these are not applicable to the company and as per management there is no liability of the company on account of Gratuity.

13. Borrowing cost: -

Borrowing costs includes capitalized interest and other costs if any that are directly attributable to the acquisition, construction and production of an asset and have been debited to the cost of the asset which these are incurred. Borrowing cost in ordinary course of business are recognized as an expense in the period in which these are incurred.

14. Segment Reporting :

The group has identified business segment as its primary segment which comprise NBFC activities. The group has earned income from rent receipt and agriculture receipt also has given in notes to Profit and Loss Account.

15. Related Party Disclosures:

(A) Related parties and their Relationship:

(i) Holding company

M/s KRA Leasing Limited

(ii) Subsidiary Company

M/s SMG Enterprises Limited

(iii) Others

M/s Jaquar & Co. Pvt. Ltd.

M/s Sweet Hospitality Pvt. Ltd.

(iv) Key Management Personnel

Mr. Rajesh Mehra

Mr. Ajay Mehra

Mr. S.K. Mehra

- (B) Transactions during the year with related parties and their balance outstanding at year end:

TRANSACTIONS	OTHER GROUP COMPANIES/ FIRMS	KEY MANAGERIAL PERSONNEL	RELATIVES OF KEY MANAGERIAL PERSONNEL	HUF OF KEY MANAGERIAL PERSONNEL	TOTAL
Interest Received	38,79,042	-	-	-	38,79,042
Loan Received Back	1,35,00,000	-	-	-	1,35,00,000
Resort Receipts	12,00,000	-	-	-	12,00,000
Rent Received	2,16,000	-	-	-	2,16,000
BALANCE AT YEAR END					
Investment in Shares	8,95,05,835	-	-	-	8,95,05,835
Closing balance of accounts receivable	7,38,24,635	-	-	-	7,38,24,635
Closing balance of accounts payable	-	4,60,15,000	-	-	4,60,15,000

16. Leases:

The Group has not entered with any significant lease agreement during the year for its assets.

17. Earnings per share:

Particulars	2018-19	2017-18
Group Profit after tax	2,20,04,399	10,07,898
Number of shares	62,97,364	62,97,364
Basis/Diluted EPS	3.48	0.15

18. Taxes on income:

Tax expense comprises current income tax and deferred income tax.

Current tax is determined as the amount of tax payable in respect of taxable income for the period.

Deferred income tax-reflect the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing difference of earlier years. Deferred tax assets are recognised only to the extent that there is reasonable/virtual certainty, depending on the timing difference, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

19. Discontinuing Operations:

The Group has not discontinued any operations during the year.

20. Provisions, Contingent Liabilities and Contingent Assets:

Provision is recognized in the accounts when there is present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Note: 2 Share Capital

Sr. No	Particulars	31st March, 2019	31st March, 2018
1	AUTHORISED CAPITAL 70,00,000 (7000000) Equity Shares of Rs. 10/- each.	7,00,00,000	- 7,00,00,000
		7,00,00,000	7,00,00,000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL Paid up Share capital by allotment 6707164 (6707164) Equity Shares of Rs. 10/- each, Fully paid up Less: Share held by subsidiary Company (Adjustment on account of Cross holding)	6,70,71,640 (40,98,000)	6,70,71,640 (40,98,000)
	Total	6,29,73,640	6,29,73,640
3	Reconciliation of the number of shares and amount at the beginning and at the end of the reporting year Number of shares:- Opening Balance (In Nos) Add Issued during the year Closing Balance (Nos) Amount in rupees:- Opening Balance (In Rs.) Add Issued during the year Closing Balance (Rs)	67,07,164 NIL 67,07,164 6,70,71,640 NIL 6,70,71,640	67,07,164 NIL 67,07,164 6,70,71,640 NIL 6,70,71,640
4	Terms/Rights attached to equity shares The Company has only one class of equity shares having at par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares shall be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity share held by the share-holders.		
5	Number of shares held by each share holders, holding more than 5% of shares:- Name of share holders		
		31/03/2019	31/03/2018
		Shares %	Shares %
	1. Essco Sanitations (P) Ltd	719400 10.73	719400 10.73
	2. Prompt Capital & Finser (P) Ltd	568400 8.47	568400 8.47
	3. G.R. Sales (P) Ltd	466200 6.95	466200 6.95
	4. Ajay Mehra	465240 6.94	465240 6.94
	5. Bastion Industrial Leasing Finance Pvt. Ltd	417200 6.22	417200 6.22
	6. SMG Enterprises Ltd	409800 6.11	409800 6.11

Note: 3 Reserve & Surplus

Sr. No	Particulars	31st March, 2019	31st March, 2018
1	Surplus in Statement of Profit & Loss Balance brought forward from previous year Add: Profit/Loss for the period Less: Profit/loss of associates to be consolidated	19,62,28,526 2,19,30,057 -	19,54,64,621 9,35,365 -
	Less : Amount Transfer to Special Reserve u/s 45 IC of RBI	43,70,009	1,71,460

	: Arrear of depreciation due to change in rate of deprecation (as per Companies Act,2013)	-	-
		21,37,88,572	19,62,28,526
	Less: Profits of KRA (holding company) hold by Minority Shareholders of SMG due to cross holding	70,79,423	64,12,962
	TOTAL (A)	20,67,09,149	18,98,15,564
2	Capital Reserve		
	Capital Reserve on Consolidation (include security premium)	30,97,165	30,97,165
	Add: Profit/(Loss) on calculations of own shares	-19,52,100	-19,52,100
	TOTAL (B)	11,45,065	11,45,065
3	Special Reserve u/s 45 IC of RBI Act,1934 TOTAL (C)	1,34,47,347	90,77,338
	TOTAL (A+B+C)	22,13,01,562	20,00,37,967

Note: 4 Minority Interest

Sr. No	Particulars	31 st March, 2019	31 st March, 2018
1	Opening Balance of Minority shareholder's in Capital and reserves	1,43,82,539	1,42,81,580
	Add: Post Acquisition profit portion related to Minority	7,40,803	1,00,959
	Total	1,51,23,342	1,43,82,539

Note: 5 Long Term Provisions

Sr. No	Particulars	31 st March, 20189	31 st March, 2018
a)	Contingent Provision against Standard Assets	7,65,335	3,40,473
b)	Provision for Doubtful debts	23,00,000	23,00,000
	Total	30,65,335	26,40,473

Note: 6 Long Term Liabilities

Sr. No	Particulars	31st March, 2019	31st March, 2018
a)	Security Deposit received	78,57,000	78,57,000
	Total	78,57,000	78,57,000

Note: 7 Short-Term Borrowings

Sr. No	Particulars	31st March, 2019	31st March, 2018
	Unsecured Loans, considered good, from related parties, payable on demand	4,60,15,000	4,56,50,000
	Total	4,60,15,000	4,56,50,000

Note:8 Trades Payable

Sr. No	Particulars	31st March, 2019	31st March, 2018
	Sundry Creditors for Services (amount due on account of goods purchased or services rendered in the normal course of business)	3,94,191	1,32,823
	Total	3,94,191	1,32,823

Note: 9 Other Current Liabilities

Sr. No	Particulars	31st March, 2019	31st March, 2018
1	Expenses payable	3,46,121	1,74,732
2	Government Dues	2,24,797	1,43,301
	Total	5,70,918	3,18,033

Note : 10 Short Term Provisions

Sr. No	Particulars	31st March, 2019	31st March, 2018
1	Provision for Income Tax	60,87,040	4,66,697
	Total	60,87,040	4,66,697

Note Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2019

Note : 11 Fixed Asset As Per Companies Act 2013					DEPRECIATION CHART FOR F. Y. 2017-18												(Amount in Rs)	
Date of Purchase / Put to use	Particular	Original Cost (Rs)	Dep. charged upto 31.03.2018	WDV as on 01.04.2018	Purchase during the year	Sale/adjustment during the year	Life as per Co. Act, 2013	Life Used till 31/03/2018	Remaining Life	Salvaged value	Depreciable amount over whole life	Excess Dep. (Already charged)	Rate of Dep.	Dep for the Year 2018-19	Adjusted with Retained Earning	WDV as on 31st Mar 2019		
(A) Land Resort & Agriculture Land		30,16,765	-	30,16,765												30,16,765		
(B) Buildings		-																
Resort Building		2,11,56,013	1,58,09,333	53,46,680			30.00			10,57,803	2,00,98,210	-		7,83,487	-	45,63,193		
(C) Plant and Machinery																		
Plant & Machinery		66,22,024	49,42,940	16,79,084			15.00			3,31,103	62,90,921	-		2,96,894	-	13,82,190		
(D) Electrical Equipment																		
Electrical Equipments		39,36,408	36,53,063	2,83,345			10.00			1,96,820	37,39,588	-		28,612	-	2,54,733		
(E) Office Equipments																		
Office Equipment		70,200	66,690	3,510			5.00			3,510	66,690	-		-	-	3,510		
(F) Furniture and Fixtures																		
Furniture & Fixtures		2,46,038	2,33,736	12,302			10.00			12,302	2,33,736	-		-	-	12,302		
TOTAL ASSETS (A+B+C+D+E+F)		3,50,47,448	2,47,05,762	1,03,41,686	-	-				16,01,538	3,04,29,145	-		11,08,993	-	92,32,693		

Notes Forming Part of the Consolidated Financial Statements for the period ended 31st March, 2019

Note: 12 Non Current Investments

Sr. No	Particulars	31st March, 2019	31st March, 2018
(a)	Investment in Equity Instrument (Unquoted):- In Others		
1	85000 share of G.R. Sales (P) Ltd Unquoted, fully paid, at cost	10,17,582	10,17,582
2	60000 shares of Prompt Capital & Finser (P) Ltd Unquoted, fully paid, at cost	9,62,400	9,62,400
3	363415 shares of Essco Sanitations (P) Ltd unquoted, fully paid, at cost	1,75,45,135	1,75,45,135
4	332000 shares of Sanraj Farms (P) Ltd unquoted, fully paid, at cost	3,32,00,000	3,32,00,000
5	92449 shares of Jaquar & Co (P) Ltd unquoted, fully paid, at cost	3,67,80,718	3,67,80,718
		8,95,05,835	8,95,05,835
(b)	Investment in Mututal Fund:- Investment in Mututal Fund		
		-	10,05,00,000
	Total (a+b)	8,95,05,835	19,00,05,835
(c)	Investment in Properties:- Factory Building (C-21) Office Building (Connaught Place)		
		70,22,158	66,21,817
		3,27,11,960	3,27,11,960
		3,97,34,118	3,93,33,777
	Total (a + b + c)	12,92,39,953	22,93,39,612
	Net Investments	12,92,39,953	22,93,39,612
	Aggregate amount of quoted investments	-	10,05,00,000
	Aggregate amount of unquoted investments	12,92,39,953	12,88,39,612

Note: 13 Long Term Loans and Advances

Sr. No	Particulars	31st March, 2019	31st March, 2018
	(Unsecured, considered good) Security Deposit		
		10,47,030	10,47,030
	Total	10,47,030	10,47,030

Note: 14 Trade Receivables

Sr. No	Particulars	31st March, 2019	31st March, 2018
	(Unsecured, considered good)		
1	Outstanding for more than Six Months	2,17,39,448	1,74,30,755
2	Other Debts	1,17,61,418	61,68,971
	Total (1 + 2)	3,35,00,866	2,35,99,726

Note: 15 Cash & Cash Equivalent

Sr. No	Particulars	31st March, 2019	31st March, 2018
1	Cash Balance	9,15,563	7,50,628
2	Bank Balance	1,92,64,643	7,35,040

	Total [1 + 2]	2,01,40,206	14,85,668
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Note: 16 Short Terms Loans and Advances

Sr. No	Particulars	31st March, 2019	31st March, 2018
	(Unsecured, considered good)		
1	Loans	16,05,00,000	6,40,00,000
2	Advance Income Tax	87,09,991	26,20,679
3	Income Tax Refund A.Y. 2013-14	1,580	1,580
4	MAT Recoverable	15,75,328	27,98,690
5	Other Current Assets	61,157	6,554
6	Income Tax Refund AY 18-19	175	-
7	TDS (Income Tax) A.Y 2018-19	21,600	21,600
8	Advance Income Tax A.Y. 2018-19	-	13,000
9	Advance Income Tax A.Y 2019-20	13,750	-
	Total (1 + 2 + 3)	17,08,83,581	6,94,62,103

Note: 17A Revenue from Operations

Sr. No	Particulars	31st March, 2019	31st March, 2018
1	Interest received	1,13,81,424	58,37,301
2	Rent received	1,59,30,000	28,35,000
3	Short Term Capital Gain	64,74,451	-
	Total A (1+2+3)	3,37,85,875	86,72,301
	17B Revenue from Others		
1	Resort Receipts	12,00,000	6,75,000
2	Agricultural Income	11,44,000	15,01,500
3	Interest on FDR	5,852	6,048
	Total B (1+2+3)	23,49,852	21,82,548
	Total (A+B)	3,61,35,727	1,08,54,849

Note : 18 Employee Benefit Expenses

Sr. No	Particulars	31st March, 2019	31st March, 20178
1	Salaries & Perquisites	3,75,000	4,08,000
	Total	3,75,000	4,08,000

Note : 19 Other Administrative Expenses

Sr. No	Particulars	31st March, 2019	31st March, 2018
1	Advertisement	38,976	33,853
2	Printing & Stationery	2,449	2,018
3	Brokerage for renting of premises	-	19,64,250
4	Telephone Expenses	8,804	8,467
5	Auditor's Remuneration	35,000	35,000
6	Internal Audit Fees	48,000	48,000
7	Listing Charges	1,19,516	1,03,971
8	Rates & Taxes	8,072	10,311
9	Electricity Expenses	5,11,802	4,25,839
10	Resort Maintenance	8,26,188	3,20,196
11	Property Tax	2,83,621	2,83,622
12	Legal & Professional Charges	3,82,985	3,97,953

13	Postage & Telegram	5,980	5,791
14	Maintenance Charges (CP Property)	2,97,847	16,02,419
15	Property Tax (CP Property)	17,98,367	6,44,314
16	Agricultural Expenses	7,03,963	6,11,404
17	Service Tax paid	-	835
18	Bank Charges	168	1560
19	Penalty and Fine	-	3,570
20	GST Expenses	150	6,600
21	Registration duty of rent agreement	-	1,58,367
	Total	50,71,888	66,68,340

B. Notes to the Financial Statement

1. Previous year figures have been regrouped or rearranged whichever necessary.
2. Payment to auditor:

Particulars	2018-19	2017-18
Audit Fees	35,000	35,000
Total	35,000	35,000

3. The balances of Sundry Debtors and Creditors are as per books of accounts and have been confirmed from parties on test check basis.
4. The Unsecured Loans have been considered under the head 'Short Term Borrowings' because as per management these are payable on demand.
5. Additional information to consolidated financial statements as at 31st March, 2019 (pursuant to Schedule III of the Companies Act, 2013):

(Amount in Rs)

Name of Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or (loss)	
	Amount	As a % of Consolidated net assets	Amount	As a % of consolidated profit and loss
Parent Company				
M/s KRA Leasing Limited	29,35,88,036	98.06	2,18,50,047	99.64
M/s SMG Enterprises Limited	(93,12,834)	(3.11)	1,54,352	.70
Minority Interest				
M/s SMG Enterprises Limited	1,51,23,342	5.05	(74,342)	(.34)
Total	29,93,98,544	100.00	2,19,30,057	100.00

6. The subsidiary company (M/s SMG Enterprises Limited) also holds 6.11% shares in holding company (M/s KRA Leasing Ltd). While calculating the minority interest, proper effect has been given to subsidiary's share in holding company.
7. Notes. 1 to 19 are integral part of balance sheet.

AUDITOR'S REPORT

AS PER OUR SEPARATE AUDIT REPORT OF EVEN DATE ATTACHED

For Arun K. Maheshwari & Co.

FOR AND ON BEHALF OF THE BOARD

Chartered Accountants

F. R. No. 21421N

Arun Maheshwari
(Proprietor)
M NO 508847
Place: Gurgram
Date: 30.05.2019

Rajesh Mehra
(Managing Director & CFO)
DIN:00058232

Ajay Mehra
(Director)
DIN:00058245

Ankit Dhamija
(Company Secretary)