KRA LEASING LIMITED

Regd. Off: C-20, SMA Co-Operative Industrial Estate, G.T. Karnal Road, New Delhi-110033 Corp. Off: Plot No.3, Sector-11, IMT Manesar, Gurugram-122050, Haryana CIN: L65993DL1990PLC039637; Ph. No: 0124-4746817 E-mail: kraleasing1990@gmail.com; Website: www.kraleasing.com

POSTAL BALLOT NOTICE

Notice is hereby given that pursuant to section 110 and other applicable provisions of companies Act, 2013, if any, read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the resolutions given below are proposed to be passed by members through Postal Ballot/ E voting.

The Board of Directors has appointed CS Debasis Dixit, Practicing Company Secretary as the scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-Voting. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the same, duly completed, in the enclosed postage-prepaid self addressed Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on Saturday, 19th December, 2020.Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member(s), will also be accepted.

Postal Ballot Forms received after the close of working hour's i.e.5:00 p.m. (IST) on 19th Day of December 2020 will be treated as if no reply has been received from the Member. E-Voting will be blocked by ("CDSL") at 5:00 p.m. (IST) on 19th Day of December 2020 and e-Voting shall not be allowed beyond the said date and time.

The Explanatory Statement under section 102 of the Companies Act, 2013 pertaining to below mentioned resolution setting out the material facts concerning each item and reason thereof are annexed to the notice.

The Resolution, if passed by requisite majority, shall be deemed to have been passed **on the last date** specified by the company for receipt of duly completed postal ballot forms or e-voting.

Special Business

1. Sub- Division of Share Capital into smaller amount

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 13, 14, 61, 64 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules made there-under including the statutory modification(s) or re-enactment(s) thereof for the time being in force and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities Exchange Board of India (SEBI) and the other Rules, Regulations, Circular, Notifications, etc. issued there under, consent of the Shareholders of the Company be and is hereby accorded to approve the sub-division of the nominal value of equity shares of the Company from the

existing nominal value of Rs. 10 each to nominal value of Re. 5/- each, thereby keeping the paid share capital intact and consequently, the existing Clause V of the Memorandum of Association of the Company be and hereby deleted and substituted by the following new Clause V:

"The authorized share capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crore only) divided into 140,00,000 (One Crore Forty Lakhs only) Equity Shares of Rs. 5 (Rupees Five only) each"

RESOLVED FURTHER THAT pursuant to Sub-Division of the equity shares of the Company, nominal value of Rs. 10 (Rupees Ten only) of all the issued, subscribed and paid-up equity shares of the Company existing on the Record Date to be fixed by the Company shall stand sub-divided into equity shares of nominal value of Rs. 5 (Rupee Five only) each fully paid.

RESOLVED FURTHER THAT upon Sub-Division of equity shares, as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "Record Date" to be fixed by the Company and Company will issue new share certificate(s) of the Company, in lieu of old share certificates, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialized form, the sub-divided equity shares of nominal value of Rs. 5/- (Rupee Five only) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds and things as may be required or considered necessary or incidental thereto."

2. To approve the proposed material related party transaction

To consider and, if thought fit, to pass, with or without modification(s) the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 188, and other applicable provisions, if any of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers)Rules, 2014 (including any statutory modification(s) or re – enactment thereof, for the time being in force), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded for approval of the following proposed material related party transaction(s): -

Name of related Party	Relationship	Monetary Value	Nature of Transaction
		value	Hansaction
Jaquar and Company Private	Company under sa	ime 15.50	Sale of
Limited	management	Crore	Investment
Jaquar and Company Private	Company under sa	ime 15 Crore	Long term
Limited	management		Loan
Jai Kaur Enterprises Private	Company under sa	ime 15 Crore	Long term
Limited	management		Loan

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Directors and / or Managing Director and / or Key Managerial Personnel of the Company be and is hereby severally empowered to sign, execute and receive the necessary document(s), declaration(s), form(s), paper(s), deed(s) etc on behalf of the Company and to do all such acts or things which are necessary, expedient or desirable in this connection."

For KRA Leasing Limited Sd/Ridhima Gupta
Company Secretary

Date: - 18th November 2020

Place: - Gurugram

Notes:

1. The Explanatory statement pursuant to section 102 of the companies Act, 2013 setting out the material facts is attached to the notice.

- **2.** The Board of Directors of the company has appointed Debasis Dixit, Practicing Company Secretary as Scrutinizer of the Postal Ballot.
- **3.** The cut-off date for the purpose of determining the members entitled to vote at the postal ballot is 13th November, 2020. A member whose name appears in the register of member as on cutoff date will be considered for the purpose of voting. A person who is not a member of the company as on cutoff date shall treat this notice for information purpose only.
- **4.** The Postal Ballot Notice is being sent to the members, whose names appear on the Register / list of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services Limited (India) as on the cut-off date i.e 13th November, 2020. The Postal Ballot notice is being sent to members in electronic form whose email addresses is registered with Depository participant and physical copies of the postal ballot notice are being sent to those members who are holding shares in physical mode along with a postage prepaid self address business reply envelop. The notice will also be placed on the website of the company www.kraleasing.com.
- 5. In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Pursuant to section 108 of Companies Act, 2013 read with Companies (Management And Administration) Rules, 2014, the company has also extended e-voting facility as an alternate to its member to enable them to cast their vote electronically instead of dispatching the postal ballot Form(s). Please note that the e-voting is an alternate mode to cast votes and is optional.
- **6.** Kindly note that a member can opt only one mode of voting i.e either e-voting or by physical postal ballot. In case if a member cast its vote by e-voting as well as Physical Postal Ballot then the vote casted by e voting will prevail and the voting done by physical postal ballot will be considered as invalid.
- 7. The E voting Shall commence on Friday 20th November, 2020 at 9:00 A.M and will end on Saturday 19th December, 2020 at 5:00 PM, beyond that period the e-voting facility shall not be allowed, however those members who do not wish to exercise their voting through e-voting facility can send their assent or dissent in writing on the postal ballot form, attached herewith.
- **8.** The postal Ballot period commences from Friday 20th November, 2020 and ends on Saturday 19th December, 2020 at 5:00 PM, Postal Ballot forms received by scrutinizer after that period will not be considered valid.
- **9.** In case a member is desirous of getting the Physical postal ballot form in duplicate he/she can send the request for the same to the company at kraleasing1990@gmail.com. The company will

- send the postal ballot form along with postage prepaid self addressed business reply envelop to the member.
- 10. Members wishing to exercise the option of casting their vote by Physical postal Ballot are requested to carefully read the instruction printed on the ballot form and return the duly filled and signed ballot form in the pre-printed prepaid postage business reply envelop to the company on or before 19th December 2020 at 5:00 P.M. The expense of the postage will be borne by the company. The postal Ballot forms received after 19th December 2020 will be considered as invalid and will be treated as if no reply has been received from member.
- **11.** In case of joint holding, the postal ballot form must be completed and signed (as per the specimen signature of the shareholder available in the records of depository) by the first named holder of the shares.
- **12.** Unsigned, incomplete, in corrected postal ballot form shall be rejected.
- **13.** Institutional Shareholders (i.e. other than Individuals, HUF, NRI's, etc.) and Body corporate shareholders are required to send relevant Board Resolution/Authority Letter, etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, along with the physical postal ballot to the Scrutinizer.
- **14.** The Scrutinizer will submit his report to the Managing Director of the company after completion of the scrutiny of Postal Ballot Forms and e-voting and the results of postal ballot will be placed on the website of the company on or before 21st December, 2020 and the same will be communicated to the stock exchange where the shares of the company are listed.
- **15.** Resolutions passed by way of postal ballot shall be deemed to be passed as if they are passed in the General meeting of the members.

16. Voting Through electronic means

- a. The remote e-voting period begins on 20th November, 2020 at 9:00 A.M and ends **on 19th December, 2020 at 5.00 P.M** (inclusive of both the days). The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th November, 2020, may cast their vote electronically.
- b. Only those members, who have not casted their vote on the Resolutions through Postal ballot and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system.
- c. If you have any queries or issues regarding the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

Instructions for E-voting

The Instructions for Shareholders voting electronically are as under: -

- i. To initiate the voting process log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab to cast your vote.
- iii. Thereafter enter User ID as under:
- For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- Members holding shares in physical form should enter folio number registered with the Company
- iv. Next enter the image verification Code as displayed and click on "Login" tab.
- v. If you are holding shares in dematerialized form and had earlier logged on to

www.evotingindia.com and casted your vote for any company electronically, then your existing password is to be used.

If you have forgotten the changed password then enter User ID and the image verification code and click on forgot password tab. Enter the details as prompted by the system.

vi. If you are first time user, then fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form and Physical Form

To Members holding shares in Bernat Form and Thysical Form							
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department						
	(applicable for both demat shareholders as well as physical shareholders)						
	Members who have not updated their PAN with the						
	Company/Depository Participant are requested to use the first two						
	letters of their name and the 8 digits of the sequence number in the						
	PAN Field.						
	• In case the sequence number is less than 8 digits enter the applicable						
	number of 0's before the number after the first two characters of the						
	name in CAPITAL letters. Eg. If your name is Ramesh Kumar with						
	sequence number 1 then enter RA00000001 in the PAN field.						
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as						
OR	recorded in your demat account or in the Company records in order to login.						
Date of Birth (DOB)	 If both the details are not recorded with the depository or Company 						
	please enter the member id/ folio number in the Dividend Bank						
	details field as mentioned in instruction (iv)						

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting or resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this notice.
- x. Now select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" on which you choose to vote.
- xi. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the resolution and option "NO" implies that you dissent to the resolution.
- xii. Click on the "Resolutions File Link" if you wish to view the entire resolutions.
- xiii. After selecting the resolution you have decided to vote on, click the "SUBMIT" tab. A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xvi. Additional instructions for non-individual shareholders and custodians
- a. Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians voting for the first time are required to log on to www.evotingindia.com and register themselves as

- Corporate. Corporate and custodians already registered with CDSL should use their existing login details.
- b. After registering online, scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- c. The admin login details will be sent by CDSL. After receiving these details, create a compliance user. The compliance user would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney which they have issued in favor of the custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under "Help" section write email to or an helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 Sub-Division of Share Capital into smaller amount

The Equity Shares of your Company were listed on Metropolitan Stock Exchange of India Limited (MSE). However, there is no trading of shares since its listing in MSE. With a view to have more participation from the investors in the scrip and in order to increase the liquidity and make the equity shares of the Company more affordable to the small investors, the Board of Directors of the Company in its meeting held on 18th November 2020 has recommended Sub-Division of 1 (one) Equity Share of face value of Rs. 10/- (ten) each fully paid up into 2 (Two) Equity Shares of Rs. 5/- (Five) each fully paid up, resulting in issuance of 2 (Two) Equity Shares of Rs. 5/- (Five) each fully paid up, thereby keeping the paid up capital intact.

The recommended sub-division of equity shares requires approval of the Shareholders by way of Special resolution, however considering that the sub-division consequently requires approval for amending the 'Capital Clause' of the Memorandum of Association of the Company also, the approval of shareholders is sought by way of Special Resolution.

Accordingly, it is proposed to amend the "Capital Clause V" of the Memorandum of Association and replace it with following new clause-

"V. The authorized share capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crore only) divided into 140,00,000 (One Crore Fourty Lakh only) Equity Shares of Rs. 5 (Rupees Five only) each".

The draft of revised Memorandum of Association of the Company, reflecting the said changes are available for inspection by the members at the Registered Office of the Company on all working days. The consent of the members is sought for sub-division of equity shares of the Company into smaller denomination and consequently to amend the Memorandum of Association through proposed Special Resolution.

The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution except to the extent of their shareholding.

The Board of Directors accordingly recommends passing of the proposed resolution in item no. 01 as Special Resolutions.

Item No. 2. To approve the proposed material related party transaction

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounting to 10% or more of the consolidated turnover of the Company as per last audited financial statements of the Company.

The Company proposed to sale its investment in 195 equity shares of Kaveri Farms Private Limited to Jaquar and Company Private Limited for a total consideration of INR 15.50 Crores and Company may also grant long term loan to Jaquar and Company Private Limited and Jai Kaur Enterprises Private Limited amounting to INR 15 Crore each.

Pursuant to provision of Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 all material related party transaction shall require approval of shareholders through resolutions.

Since the aggregate value of proposed transactions is likely to exceed the ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be Material Related Party Transactions for the purpose of provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and will thus require approval of the members of the Company through an Ordinary Resolution.

The Audit Committee and Board of Directors have reviewed major terms &conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.

The details of the proposed Related Party transactions are mentioned below:

Name of related Party	Relationship	Monetary	Nature	of
		Value	Transaction	
Jaquar and Company Private Limited	Company under same management	15.50 Crore	Sale	of
			Investment	
Jaquar and Company Private Limited	Company under same management	15 Crore	Long term Loan	
Jai Kaur Enterprises Private Limited	Company under same management	t 15 Crore Long te		an

Nature, material terms, monetary value and particulars of the contract or arrangement: As may be decided by the Board of Directors at relevant time within the overall limits approved by the members.

Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

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

The Board recommends the passing of resolution as Ordinary Resolution.

None of the Directors and Key Managerial Personnel is interested in this resolution except for Mr. Rajesh Mehra, Mr. Sri Krishan Mehra, Mr. Ajay Mehra and their relatives

Date:18th November 2020

Place: Gurugram

For KRA Leasing Limited

Sd/-

Ridhima Gupta Company Secretary

KRA LEASING LIMITED

Regd. Off: C-20, SMA Co-Operative Industrial Estate, G.T. Karnal Road, New Delhi-110033 Corp. Off: Plot No.3, Sector-11, IMT Manesar, Gurugram-122050, Haryana CIN: L65993DL1990PLC039637; Ph. No: 0124-4746817 E-mail: kraleasing1990@gmail.com; Website: www.kraleasing.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

							Sr. No.		
Name & Registered Address of the Sole/First named Shareholder									
Name(s) of the Joint holder(s) (if any)		′)							
Registered Folio No. /Client ID/DP ID No.*/ *(Applicable to investor holding Shares in dematerialized Form)		-							
	No. of Shares Held								
ballot (FOR)	I/we hereby exercise my/ our vote in respect of the Ordinary Resolution to be Passed through Postal ballot for the business stated in the Postal Ballot Notice of the Company , by sending my/ our assent (FOR) or Dissent (AGAINST) to the said Resolution by placing tick (\checkmark) mark at the Appropriate box below:								sent low:
Item No.	Description	No. of Shares for which Votes Cast	I/We the (FOR)	assent Resolu		I/We Resolu	dissent tion (AGA	to INST)	the
1.	Sub- Division of Share Capital into smaller amount								
2	To approve the proposed material related party transaction								
Place: Date:	Place: Date: (Signature of the Member) Electronic Voting Particulars								
EVEN	(E Voting Event Number)	User I	D Password						

Note: Please read the instructions printed overleaf before filling the form, for e- voting please refer Note of notice of postal ballot sent herewith

Last date for Receipt of Postal ballot Form by the Scrutinizer: 19th December, 2020

INSTRUCTIONS

- 1. A member desiring to exercise his/her vote by Postal Ballot Form (no other form or photocopy thereof is permitted) and sent it to the Scrutinizer, CS Debasis Dixit, Practicing Company Secretary ("Scrutinizer") at the address of the scrutinizer, H-2/206, Apra North-Ex Plaza, Netaji Subhash Place, Delhi-110034 in the Attached self -addressed business reply envelope, on or before 5.00 PM on 19th December, 2020. THE POSTAGE has already been paid by the company. However, envelopes containing Postal Ballot forms, if sent by courier or registered/Speed post at the expense of the member on or before 5.00 PM on 19th December, 2020 will also be accepted.
- 2. Members are requested to send their assent or dissent in the postal ballot form only. Assent or Dissent received in any other form or manner shall be invalid.
- 3. This Form should be Completed and Signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In Case of Joint Holding, this Form should be completed and signed by the first named Member and in His/her absence by the next named Member. In case Postal ballot form is signed through a Delegate, a Copy of Power of Attorney attested by the Member shall be annexed to the Ballot. In case of Shares held by Companies, trusts, Societies etc. the duly completed Postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
- **4.** All postal ballot forms received after this date will be strictly treated as if reply from such Member has not been received.
- **5.** There will be only one postal ballot Form for every Folio irrespective of the number of joint Member(s). Voting rights shall be reckoned on the paid up value of shares registered in the Name of the Members as on 13th November, 2020.
- **6.** Members are requested not to send any other paper along with the Postal ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer. A Member need not use all the votes nor needs to cast all the Votes in the same way. The Scrutinizer's decision on the validity of a postal ballot will be final and binding. Incomplete, unsigned or incorrect Postal ballot forms will be rejected.
- 7. Additionally please note the postal ballot form shall be considered as invalid if:
 - A form other than the one issue by the company has been used
 - It is not possible to determine without any doubt the assent or dissent of the member.
 - Neither assent nor dissent is mentioned.
 - Any competent authority has given the guidance to the company to freeze the voting rights
 - It is defaced or mutilated in such a way that its identity as genuine form cannot be established
 - The member has made any amendment to the resolution or has imposed any condition while exercising its voting right.
- 8. Institutional Shareholders (i.e. other than Individuals, HUF, NRI's, etc.) and Body corporate shareholders are required to send relevant Board Resolution/Authority Letter, etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, along with the postal ballot form to the Scrutinizer.