

KRA LEASING LIMITED

CIN : L65993DL1990PLC039637; Ph. No: 0124-4756969

E-mail : krleasing1990@gmail.com; Website: www.krleasing.com

Regd. Off: D-28, SMA Co-operative Industrial Estate, G.T. Karnal Road, Delhi-110033
Corp. Off: Plot No.3, Sector-11, IMT Manesar, Gurgaon-122050, Haryana

-:NOTICE:-

NOTICE is hereby given that the 28th Annual General Meeting of the Company i.e. **M/s KRA LEASING LIMITED** will be held on 29th September, 2017 at 11:00 A.M. at the registered office of the company at D-28, SMA Co-operative Industrial Estate, G T Karnal Road, Delhi-110033 to transact the following businesses:

ORDINARY BUSINESS:-

- To consider and adopt:
 - The audited financial statement of the company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
 - The audited consolidated financial statement of the company for the financial year ended March 31, 2017.
- To appoint director in place of Mr. Sri Krishan Mehra (DIN: 00058213), who retires by rotation at this annual general Meeting and being eligible, has offered himself for re-appointment.
- To Appoint auditor's and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"Resolved that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the recommendation of the Audit Committee M/s Arun K Maheshwari & Co., Chartered Accountants (Firm Registration No: 021421IN) be and hereby appointed as the Statutory Auditors of the company in place of M/s Daleep Bhatia and Company, Chartered Accountants (Firm Registration No: 000918N), the retiring Auditors of the company, to hold office for 5 years, from the conclusion of this Annual General Meeting until the conclusion of the 33rd Annual General Meeting subject to ratification at every annual general meeting, on such remuneration (excluding out of pocket expenses) as may be recommended by the Audit Committee on consultation with the Auditors and that such remuneration may be paid on such basis to be agreed upon between the auditors and the Board of Directors of the Company."

Special Business: -

- To approve and ratify the related party transaction for the financial year 2016-17 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"Resolved that pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules under Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of Regulation 23 Of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with Stock Exchange (Including any amendment, modification or re-enactment thereof), consent of the member of the Company be and is hereby accorded to approve and ratify the related party transactions carried out during the year 2016-17 between Company and other related parties as mentioned below:

Name of the Related Party and Nature of Interest	Nature of Transaction	Amount in Rs.
Jaquar and Company Private	Services	7,50,000/-

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

By the order of the Board
For KRA Leasing Limited

Sd/-

Ankit Dhamija

Company Secretary & Compliance Officer

Membership No. - ACS- 26765

Address: H No. 165, Sector-4,

Part-II, Urban Estate, Karnal-132001

Dated: 14.08.2017

Place: Gurugram

Notes:

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

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

A person can act as a proxy on behalf of members not exceeding FIFTY (50) Members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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

7. BOOK CLOSURE

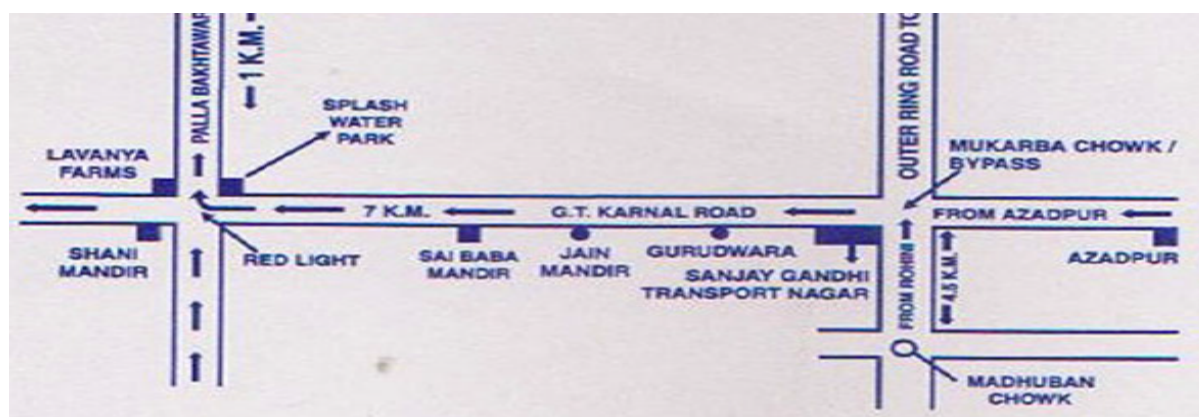
(a) The Company has notified closure of Register of Members and Share Transfer Books from **Saturday 23th, 2017 to Friday, September 29th 2017** (both days inclusive) for determining the names of members eligible for Annual General Meeting.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical Forms are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime India Private Limited.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.

10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website i.e www.krleasing.com under the section 'Investor Relations'.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime, for consolidation into a single folio.
12. Non-Resident Indian Members are requested to inform Link Intime India Private Limited, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with Pincode, if not furnished earlier.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
15. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
16. Soft copy of the Annual Report for the financial period ended 31st March, 2017 will be sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report will be sent in the permitted mode.
17. Additional Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of Director seeking Appointment as mentioned under item No. 2 of this notice is appended. Further the Company has received relevant disclosures/consent from the Director seeking appointment.
18. VOTING OPTIONS
 - i. Pursuant to Section 108 of Companies Act, 2013, Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders can vote on all the business to be transacted at the Annual general meeting byway of any one of the following methods:
 - a) Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the Annual general meeting.
 - b) Voting at venue of the Annual General Meeting through poll.

- ii. The shareholders who have cast their votes through remote e-voting shall be entitled to attend the meeting, however, shall not be eligible to cast their vote again at the venue of the Annual General Meeting.
 - iii. In case a shareholder votes through remote e-voting as well as cast his/her vote at the venue of the meeting, then the vote cast through remote e-voting shall only be considered and the voting done at the venue of the meeting shall not be considered by the scrutinizer.
 - iv. The shareholders as on the cut-off date viz. **Friday, 22ndSeptember, 2017** shall only be eligible to vote on the resolutions mentioned in the notice of Annual General Meeting.
 - v. The voting period started on 26thSeptember, 2017 (09:00 am) and ends on the close of 28thSeptember 2017 (5.00 p.m.). The e- voting module shall also be disabled by CDSL for voting thereafter.
 - vi. The shareholders shall have one vote per equity share held by them. The facility of voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 - vii. The Company has appointed Mr. Debasis Dixit, practicing company secretary, as the scrutinizer for conducting the voting process in a fair and transparent manner.
 - viii. The scrutinizer will submit his final and consolidated report to the Chairman of the Company within three days after the conclusion of Annual general meeting. The scrutinizer's decision on the validity of all kinds of voting will be final.
 - ix. The results of Annual general meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company after the Annual general meeting within the prescribed time limits.
 - x. The results of voting will also be placed at website of the Company and shall also be displayed at Company's registered office.
19. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **Friday 22nd September, 2017** may follow the same instructions as mentioned above for e-Voting.
 20. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of AGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.

21. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed with this notice.



**Explanatory Statement as Required under section 102 of the Companies Act, 2013
Item No.4**

To approve and ratify the Related Party Transaction for the financial year 2016-17

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

Since the related party transaction for the financial year 2016-17 is between the Companies/Firms which are related parties as per the provisions of Section 2(76) of the Companies Act, 2013 the executed/proposed, rendering of services and loans would attract provisions of Section 188 of the Companies Act, 2013 and therefore require shareholder's approval.

The disclosure required being provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given below for perusal of the members: -

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

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

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

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

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

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

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

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E-VOTING FORM

1. Folio No./DP ID./ Client ID
2. Name and Address
3. Name of the Joint Holder(s),
If any
4. No. of Shares held

EVEN	USER ID	PASSWORD

Important Note: Those Shareholders who hold shares of the Company as on cut off date (22nd September, 2017) will only be eligible to vote either through e-voting or physically at the AGM venue.

Instruction

The Instructions for Shareholders voting electronically are as under: -

- i. The voting period begins on Tuesday, 26th September, 2017 at 9.00 a.m. and ends on Thursday, 28th September, 2017 at 5.00 p.m.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz. Friday 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. To initiate the voting process log on to the e-voting website www.evotingindia.com
- iii. Click on "Shareholders" tab to cast your vote.
- iv. 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
- v. Next enter the image verification Code as displayed and click on "Login" tab.
- vi. 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.

- vii. 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

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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. 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)

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For members holding shares in physical form, the details can be used only for remote e- voting on the resolutions contained in this notice.
- xi. Now select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" on which you choose to vote.
- xii. 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.
- xiii. Click on the "Resolutions File Link" if you wish to view the entire resolutions.
- xiv. 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.
- xv. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- xvii. 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 Corporates. Corporates 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 favour of the custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii. 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.
- xix. 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 or write an email to helpdesk.evoting@cdslindia.com.

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ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the venue of the meeting)

Full name of the members attending
_____ (In block capitals)

Ledger Folio No./Client ID No. _____

No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I/We hereby record my/our presence at the 28th Annual General Meeting of the KRA Leasing Limited held on Friday, the 29th day of September, 2017 at 11:00 A.M.(IST) at D-28, SMA Co-operative Industrial Estate, G T Karnal Road, Delhi-110033

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Notice to the meeting, since further copies will may not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHTHOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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FORM MGT-11- PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ share(s) of KRA Leasing Limited,
Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 29th day of September, 2017 at 11:00 A.M. the Registered office of the company and at any adjournment thereof in respect of such resolution as are indicated below:

Item No.	Resolution(s)/Matter	Optional	
		For	Against
1.	To consider and adopt the Standalone Audited financial Statements for the financial year ended 31 st March, 2017. To consider and adopt the Consolidated Audited financial Statements for the financial year ended 31 st March, 2017.		
2.	To appoint director in place of Mr. Sri Krishan Mehra (DIN: 00058213), who retires at this Annual General Meeting and being eligible, has offered himself for re-appointment.		
3.	To Appoint the Auditor and fix their remuneration.		
4.	To Ratify and Approve the Related Party Transaction for FY 16-17		

Signed this day of 2017.

Signature of Shareholder.....

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.