

KRA LEASING LIMITED

CIN: L65993DL1990PLC039637; Ph. No: 0124-4746817

E-mail: kraleasing1990@gmail.com; Website: www.kraleasing.com

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

Corp. Off: Plot No.3, Sector-11, IMT Manesar, Gurugram-122050, Haryana

POSTALBALLOTNOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated September 28, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed as ordinary Resolution by the Members of KRA Leasing Limited (the **"Company"**) by means of Postal Ballot, only by way of remote e-voting (**"e-voting"**) process.

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice (**"Notice"**) only by email to all its members who have registered their email addresses with the Company Skyline Financial Services Private Limited, Registrar and Share Transfer Agent (**"RTA"**) or Depositories. Accordingly, no physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/RTA/ Depositories, please follow the process provided in the Notes to receive this Notice.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (**"Notice"**), are annexed hereto.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Debasis Dixit, Proprietor, M/s. D Dixit & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Instructions for e-voting' in this Notice and record their assent (**"FOR"**) or dissent (**"AGAINST"**) on the proposed resolution through the e-voting process, which shall commence from Tuesday, February 04 2025 at 9.00 A.M.(IST) and shall end on Wednesday, March 05, 2025 at 5.00 P.M. (IST), failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as “NSDL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the e-voting period to the stock exchanges in accordance with the Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman or Company Secretary of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.kraleasing.com, on the website of MSEI at www.msei.in and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the Stock Exchanges viz. **Metropolitan Stock Exchange of India (MSEI)** where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting i.e. Wednesday, March 05, 2025.

PROPOSED RESOLUTIONS

ITEM NO.1:

- 1. To approve proposed material related party transaction(s) for the financial year 2024-25 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:-**

“Resolved that pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules under Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the Board of directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with following, a related party within the meaning of Section 2(76) of the Companies Act, for following purposes, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value as enumerated below for the financial year 2024-25, provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company: -

Name of the Related Party and Nature of Interest	Nature of transaction	Maximum loan Amount Including accrued Interest in Rupees
SMG Enterprises Limited (Company Under Same Management)	Loan Facility	5 Crore
Plexus Properties LLP (Body corporate under same management)	Loan Facility	3 Crore

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

By Order of the Board

For KRA Leasing Limited

Sd/-

Prashi Saxena

Company Secretary & Compliance Officer

Membership No:-ACS-66481

Place: Gurugram

Date: 27.01.2025

NOTE(S):

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 and other applicable provisions, if any of the Act read with the Rules framed thereunder concerning the Special Business in respect of Item no. 1 as set out above in respect of the resolution to be passed through postal ballot by e-voting is annexed hereto.
2. In accordance with the provisions of the Act, read with Rules made thereunder and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated September 28, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 & 09/2024 dated 19th September 2024 (the “MCA Circulars”), the Postal Ballot Notice is being sent through e-mail only to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **Friday, January 31, 2025** (“Cut-off Date”). A person who is not a member as on **Friday, January 31, 2025**, should treat this Postal Ballot Notice for information purposes only. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.krleasing.com, Stock Exchanges viz. MSE at www.mseil.in.
3. The voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the Cut-off Date i.e. **Friday, January 31, 2025**.
4. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot activity in accordance with the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only, provided by the Company.
5. The remote e-voting period commences from **Tuesday, February 04, 2025 at 9.00 A.M. (IST)** and shall end on **Wednesday, March 05, 2025 at 5.00 P.M. (IST)**. The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off date, being **Friday, January 31, 2025**, may cast their votes by electronic means in the manner and process as set out in the Postal Ballot Notice mentioned herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

INSTRUCTIONS FOR REMOTE E-VOTING

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email in their Demat accounts in order to access Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method

Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Help desk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholder so the Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively ,if you are registered for NSDL e services i.e. IDEAS, you can log-in at<https://eservices.nsdl.com/>with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8CharacterDPIDfollowedby8 Digit Client I D For example, ifyourDPIDisIN300***andClientIDis12*****then your user Id isIN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16DigitBeneficiaryID For example, if your Beneficiary IDis12*****then your user ID is12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is001***and EVEN is____ then user IDis101456001***

5. Password details for share holders other than Individual share holders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .Pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email Id is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL)optionavailableonwww.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available onwww.evoting.nsdl.com.
7. After entering your password, tick on Agree to "Terms and Conditions "by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Homepage of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is active.
2. Select "EVEN" of the Company to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the print out of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsdebasis@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details / Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com. For any grievance connected with the facility for remote e-voting please contact: Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, A Wing, 4th floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra 400013 or email at evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000.

Process for those shareholders whose Email IDs are not registered with the Depositories for procuring User ID and Password and Registration of E-mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to krleasing1990@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ir@ltgroup.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 one-Voting facility provided by Listed Companies,

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access-Voting facility.

VOTING RESULTS:

The Scrutinizer shall, immediately after the conclusion of the voting, count the votes cast during Postal Ballot through remote e-voting and prepare a Scrutinizer's Report of the total votes cast in favor or against or invalid, if any, and submit the report to the Chairperson or Company Secretary of the Company or any person authorized in that respect with in stipulated timelines of the conclusion of the voting period, who shall countersign the same and thereafter results of the voting will be declared. The results declared along with the scrutinizer's report shall be placed on the Company's website at www.krleasing.com and on the website of MSEI at www.msei.in, where the shares of the Company are listed. The resolution shall be deemed to have been passed on Tuesday, March 04, 2024, (being the last date of e-voting period of Postal Ballot)subject to obtaining requisite votes there to.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 1:

To approve proposed Related Party Transaction(s) for the financial year 2024-25.

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

Since the proposed related party transaction(s) for the financial year 2024-25 are between the Companies/Firms which are related parties as per the provisions of Section 2(76) of the Companies Act, 2013 the proposed rendering of services and loans would attract provisions of Section 188 of the Companies Act, 2013 and therefore require shareholder's approval.

The disclosure required being provided under the provisions of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22ND NOVEMBER 2021 are given below for perusal of the members: -

Name of the Related Party	Name of the Director or KMP who are interested	Nature of Concern or interest	Nature of relationship	Nature of Transaction	Terms	Maximum Monetary Value including accrued interest
SMG Enterprises Limited	Rajesh Mehra Ajay Mehra Sri Krishan Mehra	Promoter Group holds entire Capital of SMG Enterprises Limited	Company under Same Management	Loan	Unsecured Loan at a rate of interest which would not prejudice the interest of the lending Company	5 Crore
Plexus Properties LLP	Rajesh Mehra Ajay Mehra Sri Krishan Mehra	Promoter Group holds entire Capital of the LLP	LLP under Same Management	Loan	Unsecured Loan at a rate of interest which would not	3 Crore

					prejudice the interest of the lending Company	
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A. The following information were provided by the management of the listed entity to the audit committee at the time of approval of the proposed Related Party Transactions.

a. Type, material terms and particulars of the proposed transaction-

The Proposed Transactions include the sanction of loan and interest thereon. The Audit Committee has advised to execute the transactions as per the prevailing market conditions and stipulate that all Transactions shall be carried out on arm's length basis and in the ordinary course of business of the Company.

b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);

As per above mentioned table

c. Tenure of the proposed transaction- 1st April, 2024 to 31st March, 2025.

a. Value of the proposed Transaction: as disclosed in above mention table

The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction: Name of the Related Party	Maximum Transaction amount	%age with respect to Consolidated Turnover
SMG Enterprises Limited	5 Crore	94.66%
Plexus Properties LLP	3 Crore	56.79%

d.

For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis; Not applicable as proposed transactions are not with subsidiaries

B. Justification for why the proposed transaction is in the interest of the listed entity:

In order to mitigate risk factor, company primarily lends within the group. The aforementioned Group Companies may require funds for its business and other ancillary purpose and borrow the funds from bankers and other financial institutions would result into cash flow towards Interest from outside the group therefore to retain the cash-flow within the group such proposed transaction will be in the interest of the Company. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.

C. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

Details of Source of funds in connection with the proposed transaction: -

Source of funds will be from own capital & reserve.

Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: -

Not applicable as Company is not having any financial indebtedness incurred to make or give loans, inter-corporate deposits, advances or investments

Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the

nature of security; -

The Proposed Transactions will be given as unsecured loan which is repayable on demand and Audit Committee will review the interest rate in the accordance to prevailing market conditions at the time of granting of such loan.

The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.

The Group Companies will utilize such funds for its business and other ancillary requirements.

D. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders-

No such valuation or other external report is relied upon as of now. However, company will provide a copy through the registered email address of the shareholders in future if anything in this obtained by the company.

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

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

By Order of the Board

For KRA Leasing Limited

Sd/-

Prashi Saxena

Company Secretary & Compliance Officer

Membership No:-ACS-66481

Place: Gurugram

Date: 27.01.2025