

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting (AGM) of the Members of **GOWRA LEASING AND FINANCE LIMITED** (CIN: L65910TG1993PLC015349) will be held on Wednesday, 20<sup>th</sup> August, 2025 at 04:00 p.m. (IST) through video conferencing (“VC”) facility/other audio-visual means (“OAVM”) to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company situated at 501, 5th Floor, Gowra Grand, Behind Gowra Plaza, 1-8-384 & 385, S.P. Road, Begumpet, Secunderabad – 500003.

### **ORDINARY BUSINESS:**

#### **1. Adoption of Audited Financial Statement**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025, together with the Reports of the Board of Directors and Auditors thereon.

#### **2. Re-appointment of Director**

To appoint a Director in the place of Shri Lakshmi Prasad Gowra (DIN: 00268271), who retires by rotation, and being eligible, seeks re-appointment.

### **SPECIAL BUSINESS:**

#### **3. Appointment of Secretarial Auditors.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s SPP & Associates, Company Secretaries (Firm’s Registration No. S2023TS899200), Peer Review No: 2622/2022) be and are hereby appointed as Secretarial Auditors of the Company, for a term of five (5) years, to hold office from the conclusion of the 32<sup>nd</sup> Annual General meeting until the conclusion of 37<sup>th</sup> Annual General Meeting at a remuneration as may be mutually agreed between the Managing Director and the Secretarial Auditors as per details set out in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

#### **4. Appointment of Shri Subbaraj Gowra (DIN: 00287820) as Director of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force), Shri Subbaraj Gowra (DIN: 00287820) be and is hereby appointed as a Director of the Company with effect from 20<sup>th</sup> August, 2025, liable to retirement by rotation.

**RESOLVED FURTHER THAT** any one Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. Approval for Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 6,00,00,000 (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10 each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 each ranking pari passu with the existing Equity Shares in all respects and the Clause V of the Memorandum of Association of the Company be altered accordingly.

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, and subject to such approvals, consents, permissions, and sanctions, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company by substituting existing clause with the following new clause V:

"V. The authorized share capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being. The Company has power from time to time to increase or reduce its capital and to divide the shares in the increased capital into several class and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the regulations of the Company for the time being."

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution.

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby severally authorized to provide certified true copy of this resolution to any concerned authority as and when required."

**6. Approval and authorization to the Board to make material related party transactions related to Borrowing of Funds.**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 188 and all other applicable provisions of the Companies Act, 2013, and the rules thereunder, and in accordance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed from any Related Company(ies) including inter-corporate loans upto an aggregate sum of Rs. 25,00,00,000/- (Rupees Twenty-Five crores Only) and from the Directors of the Company aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores Only) in tranches at a rate of interest not exceeding 12% per annum and upon such other terms and conditions as may be mutually agreed upon.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 180(1)(c) of the Companies Act 2013, the aggregate borrowings of the Company at any time should not be more than Paid up Share Capital and Free Reserves and Securities Premium of the Company.

**RESOLVED FURTHER THAT** Shri Srinivas Gowra, Managing Director and Shri Lakshmi Prasad Gowra, Director of the Company be and are hereby severally authorised to sign and submit all papers, deeds and documents and do all such acts, deeds and things as may be deemed to expedient and incidental thereof to give effect to this resolution.”

**7. Approval for the Continuation of Shri Dayanand Soma (DIN: 00854522) as Director of the Company post attaining the age of 75 Years**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for the continuation of Shri Dayanand Soma (DIN: 00854522) as a Non-Executive & non-Independent Director post attaining the age of 75 Years.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**8. Approval for the Continuation of Shri Gowra Lakshminarayana (DIN: 00287021) as Director of the Company post attaining the age of 75 Years**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for the continuation of Shri Gowra Lakshminarayana (DIN: 00287021) as a Non-Executive & non-Independent Director post attaining the age of 75 Years.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**9. Re-appointment of Shri Gowra Srinivas (DIN: 00286986) as Managing Director of the Company.**

To consider and, if thought fit, to pass the following as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (Act) and relevant rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and pursuant to the recommendation and approval respectively of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Shri Gowra Srinivas (DIN: 00286986), as the Managing Director of the Company for a term of Five (5) consecutive years, effective from June 30, 2026, on terms and conditions of appointment and remuneration as set out in the Explanatory Statement annexed hereto, which shall be deemed to form part hereof, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration, as may be mutually agreed with Shri Srinivas Gowra from time to time, without being required to seek further approval of the members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** any Director of the Company is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper or expedient."

#### 10. Approval for issuance of Equity shares on Preferential issue

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (the "Act") and in accordance with Chapter V of SEBI Issue of Capital and Disclosure Requirements ("ICDR") Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited ("BSE"), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of Members of the Company be and is hereby accorded to create, offer, issue and allot on a preferential basis at an appropriate time, in one or more tranches, up to 24,97,500 (Twenty Four Lakhs Ninety Seven Thousand and Five Hundred Only) fully paid up equity shares ("Equity Shares") of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 120 /- (Rupees One Hundred Twenty only) including a premium of Rs. 110/- (Rupees One Hundred Ten only) each aggregating upto Rs. 29,97,00,000 (Rupees Twenty-Nine Crore and Ninety-Seven Lakhs Only) ("Preferential Issue"), to the persons mentioned herein below (collectively referred to as "Proposed Allottees") as the Board may, in its absolute discretion think fit subject to further approval or consent from the members in the manner provided hereunder:

S. no	Name of the Proposed Allottee	Category	Maximum No. of shares to be allotted	Consideration (Amount in Rs.)
1	Gowra Petrochem Private Limited	Promoter	208300	2,49,96,000
2	Srinivas Gowra	Promoter	83300	99,96,000
3	Sabitha Srinivas Gowra	Promoter	83300	99,96,000
4	Lakshminarayana Gowra	Promoter	83300	99,96,000
5	Ramadevi Lakshminarayana Gowra	Promoter	83300	99,96,000
6	Subbaraj Srinivas Gowra	Promoter	83300	99,96,000
7	Rekha Subbaraj Gowra	Promoter	83300	99,96,000
8	Nagarjuna Srinivas Gowra	Promoter	41700	50,04,000
9	Aditya Gowra	Promoter	83300	99,96,000
10	Arvind Lakshminarayana Gowra	Promoter	25000	30,00,000
11	Srinivas Shyamanur	Promoter	8400	10,08,000
12	Amar Bio Organics (India) Private Limited	Promoter Group	25000	30,00,000
13	Gowra Metals and Polymers Private Limited	Promoter Group	166600	1,99,92,000
14	Gowra Ventures Private Limited	Promoter Group	166600	1,99,92,000
15	Urban Desk Private Limited	Promoter Group	166600	1,99,92,000
16	Aditya Baldawa	Non - Promoter	52100	62,52,000

17	Krishna Kumar Baldwa	Non - Promoter	52100	62,52,000
18	Swarnim Multi Ventures Private Limited	Non - Promoter	41700	50,04,000
19	Mallika Bommisetti	Non - Promoter	41700	50,04,000
20	Revathi Traders India LLP	Non - Promoter	41700	50,04,000
21	Platina Services India LLP	Non - Promoter	8400	10,08,000
22	Durgabhavani Alamuru	Non - Promoter	4200	5,04,000
23	Bitragunta Amareshwar	Non - Promoter	4200	5,04,000
24	B Madhavi	Non - Promoter	25000	30,00,000
25	Venkata Satya Vijaya Lakshmi Chamarthi	Non - Promoter	5000	6,00,000
26	A Amala Rao	Non - Promoter	4200	5,04,000
27	Padma Raja Alamuru	Non - Promoter	4200	5,04,000
28	Chava Sunder Reddy	Non - Promoter	4200	5,04,000
29	Abhishek Tibrewala	Non - Promoter	20800	24,96,000
30	Kajal Tibrewala	Non - Promoter	20800	24,96,000
31	Kiran Kumar Gubba	Non - Promoter	4200	5,04,000
32	Ankit Luharuka	Non - Promoter	20800	24,96,000
33	Arun Luharuka	Non - Promoter	20800	24,96,000
34	Narender Surana	Non - Promoter	20800	24,96,000
35	Geeta Khurana	Non - Promoter	166600	1,99,92,000
36	Maila Puneeth Raj	Non - Promoter	4200	5,04,000
37	Challa Raghunath Reddy	Non - Promoter	4200	5,04,000
38	Gotluru Muralidhar Gupta	Non - Promoter	8400	10,08,000
39	Nageshwar Rao Thatipelli	Non - Promoter	4200	5,04,000
40	Viral Pradipkumar Desai	Non - Promoter	8400	10,08,000
41	Sushila Bagri	Non - Promoter	8400	10,08,000
42	Surampudi Srinivas Subhash	Non - Promoter	16700	20,04,000
43	Ayyagari Umesh Rao	Non - Promoter	4200	5,04,000
44	Sasi Kumar M	Non - Promoter	4200	5,04,000
45	Om Agarwal	Non - Promoter	12500	15,00,000
46	Nuli Gopal Chin Mahesh	Non - Promoter	4200	5,04,000
47	K Dilip Shahaji	Non - Promoter	16700	20,04,000
48	Abhishek Rao Ayyagari	Non - Promoter	4200	5,04,000
49	Amulya Alamuru	Non - Promoter	4200	5,04,000
50	Anmol Akhilesh Alamuru	Non - Promoter	4200	5,04,000
51	Dheeraj Mahajan	Non - Promoter	20800	24,96,000
52	Nadadur Srinivasan	Non - Promoter	4200	5,04,000
53	Archana Abhay Bandi	Non - Promoter	8400	10,08,000
54	Chandra Shekhar Agrawal	Non - Promoter	8400	10,08,000

55	Mittapalli Sarath Babu	Non - Promoter	20800	24,96,000
56	Nirgunavathi Mittapalli	Non - Promoter	20800	24,96,000
57	Swati Agrawal	Non - Promoter	4200	5,04,000
58	Neeta Agrawal	Non - Promoter	4200	5,04,000
59	Saritha Saireddy	Non - Promoter	20800	24,96,000
60	S Pruthviraj Reddy	Non - Promoter	20800	24,96,000
61	Aruna Gupta	Non - Promoter	41700	50,04,000
62	Shiv Kumar Gupta	Non - Promoter	41700	50,04,000
63	Shiv Kumar Gupta (HUF)	Non - Promoter	41700	50,04,000
64	Vidhi Gupta	Non - Promoter	41700	50,04,000
65	Krishna Agrawal	Non - Promoter	16700	20,04,000
66	Mamatha	Non - Promoter	4200	5,04,000
67	Lexicon Finance Limited	Non - Promoter	62500	75,00,000
68	Bluglance Consulting Private Limited	Non - Promoter	8400	10,08,000
69	Jagson Colorchem Limited	Non - Promoter	20800	24,96,000
70	Nikhil B Yadalam	Non - Promoter	8400	10,08,000
71	Pranav B Yadalam	Non - Promoter	8400	10,08,000
72	Alamuru Venkata Sai Apurupa	Non - Promoter	4200	5,04,000

**RESOLVED FURTHER THAT** the “Relevant Date” for the issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue of said equity shares is 21<sup>st</sup> July, 2025, being 30 days prior to date on which the resolution is deemed to be passed i.e., the date of Annual General Meeting 20<sup>th</sup> August, 2025.”

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- The equity shares to be offered, issued and allotted shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend, if any and voting rights;
- The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations, 2018, and applicable laws, as amended from time to time;
- The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and applicable laws, as amended from time to time;
- The equity shares so offered, issued and allotted will be listed on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove;



- g. The Allottees shall be required to bring in 100% of the consideration for the relevant Subscription Shares on or before the date of Allotment thereof.
- h. The consideration for allotment of the relevant Subscription Shares shall be paid to the Company from the Bank account of Allottees, respectively.”

**RESOLVED FURTHER THAT** subject to the approvals required under applicable laws, consent of the members be and is hereby accorded to the Board to record the name and details of the Proposed Allottees in Form PAS-5 and issue an offer cum application letter in Form PAS-4, or such other form as prescribed under the Act and SEBI (ICDR) Regulations, 2018 containing the terms and conditions (“Offer Document”) to the Proposed Allottees inviting them to subscribe to the Subscription Shares after passing and filing this special resolution to concerned Registrar of Companies and after receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Companies Act 2013 and the SEBI (ICDR) Regulations, 2018 without being required to seek any further consent or approval of the Members.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or Whole Time Director/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

**RESOLVED FURTHER THAT** the Members hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, 2018.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Shri Gowra Srinivas, Managing Director, Shri Gowra Lakshmi Prasad, Director and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

By Order of the Board

for GOWRA LEASING & FINANCE LIMITED

Sd/-  
(GOWRA SRINIVAS)  
Managing Director  
(DIN: 00286986)

Place: Secunderabad  
Dated: 19<sup>th</sup> July, 2025

**NOTES:**

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. The AGM of the Company conducted through VC/OAVM hereinafter called as 'e-AGM'. The deemed venue for the Thirty Second e-AGM shall be the Registered Office of the Company at Secunderabad.
2. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.
3. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.gowraleasing.com](http://www.gowraleasing.com) and website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of M/s. Kfin Technologies Ltd. (Kfintech) (agency for providing the remote e-voting facility and e-voting system during the e-AGM) i.e <https://evoting.kfintech.com>.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/ authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/ authorisation shall be sent to the scrutinizer by email through its registered email address to [gowrascrutinizer@gmail.com](mailto:gowrascrutinizer@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [cs@gowraleasing.com](mailto:cs@gowraleasing.com)
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
7. In accordance with the Provisions of Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Explanatory Statement in respect of item No. 3,4,5,6,7,8,9 and 10 is annexed.
8. The transcript of the AGM shall also be made available on the website of the Company at [www.gowraleasing.com](http://www.gowraleasing.com)
9. M/s Dagliya & Co., Chartered Accountants were appointed as Statutory Auditor of the Company for the period of five years effective from the conclusion of the 29th Annual General Meeting (AGM) to 34<sup>th</sup> AGM.
10. The record date for determining the eligibility of shareholders to participate in the 32<sup>nd</sup> AGM will be **Wednesday, August 13, 2025.**
11. The shareholders desiring any further information as regards to accounts are requested to write to the Company so as to reach it at least one week prior to the date of the meeting for consideration of the management to deal at the meeting.
12. pursuant to Section 124(6) of the Companies Act, 2013 read with rules made thereunder and the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, all the equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of Investor Education and

Protection Fund. For the year under review the company has transferred equity shares of 27 shareholders, holding 12,304 number of equity Shares having nominal value of Rs. 1,23,040 /- (Rupees One Lakh Twenty-Three Thousand and Forty Only) in the name of Investor Education and Protection Fund (IEPF). The Statement of shares credited to investor education and protection fund along with the statement containing the prescribed details has been uploaded on our website: <http://www.gowraleasing.com/transfer-of-shares-to-iepf.php>

13. Pursuant to the provisions of Section 124 of the Companies Act, 2013, Dividend for the financial year ended 2017-2018 and thereafter, which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 124 of the Companies Act, 2013.

Information in respect of the last date of claiming of unpaid dividend is given below:

<b>Financial Year</b>	<b>Unclaimed Dividend Amount As on 31/03/2025 (Rs.)</b>	<b>Date of Declaration of Dividend</b>	<b>Last date of claiming unpaid dividend</b>	<b>Due date for transfer of unpaid dividend to IEPF</b>
2017-2018	1,74,454.00	20-09-2018	19-10-2025	19-11-2025
2018-2019	2,11,082.00	24-09-2019	23-10-2026	23-11-2026
2019-2020	2,24,716.00	26-09-2020	25-10-2027	25-11-2027
2020-2021	2,73,775.00	17-09-2021	16-10-2028	16-11-2028

14. The members who have not encashed the Dividend Warrants so far for the financial year ended 31<sup>st</sup> March, 2018 or any subsequent financial years are requested to make their claim to the Company at its Registered Office/Registrar of Share Transfer Agent. It may also be noted that once the Unclaimed Dividend amount and the shares in respect of which dividend has not been claimed for consecutive seven years are transferred to the Investor Education and Protection Fund, no claim shall lie with the Company in respect thereof.
15. Financial Year-wise list of unclaimed dividend is available on Company's website – <http://www.gowraleasing.com/dividend.php>
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available electronically, for inspection by the members during the Annual General Meeting.
17. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically, for inspection by the members during the Annual General Meeting.
18. Members may note that the Notice of the 32<sup>nd</sup> AGM and the Annual Report for FY 2024-25, copies of audited financial statements, Directors' Report etc., will also be available on the website of the company, <http://www.gowraleasing.com/annual-reports.php> for downloading.
- 19.
- Members are requested to convert their physical holding to demat to avoid hassles involved with physical shares, such as possibility of loss, mutilation, and to ensure safe and speedy transaction in securities. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialized form. Members holding shares in physical form are advised to avail the facility of dematerialization.
  - 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 the Registrar & Share Transfer Agent for consolidation into a single folio.
  - Members holding shares in physical form are requested to send certified copy of their Permanent Account Number (PAN) card, including for all joint holders, to the Registrar & Transfer Agent of the Company.



20. Format for registration of nominee is available on the website: ([www.gowraleasing.com](http://www.gowraleasing.com))

## 21. E-Voting:

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its Members, the facility to cast their vote electronically, through the e-voting services provided by M/s Kfin Technologies Limited (Kfintech) on all resolutions set forth in this Notice. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- ii. The Board of Directors of the Company has appointed Shri P. Surya Prakash, Company Secretary in whole-time practice, Hyderabad (Membership No. F9072 & Certificate of Practice No. 11142) as Scrutinizer to conduct the voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- iii. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date (record date) i.e. 13<sup>th</sup> August, 2025.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (record date), i.e. 13<sup>th</sup> August, 2025 only shall be entitled to avail the facility of remote e-voting as well as voting at AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- iv. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 13<sup>th</sup> August, 2025, may obtain the User ID and password by writing to Kfin at [einward\\_ris@kfintech.com](mailto:einward_ris@kfintech.com) / [evoting@kfintech.com](mailto:evoting@kfintech.com) and on Toll-Free No.1800-309-4001. However, if the person is already registered with Kfin for remote e-voting then the existing user ID and password can be used for casting vote.
- v. The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting:</b>	<b>9.00 a.m. (IST) on 17<sup>th</sup> August, 2025</b>
<b>End of remote e-voting:</b>	<b>5.00 p.m. (IST) on 19<sup>th</sup> August, 2025</b>

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting Module shall be disabled by Kfintech upon expiry of aforesaid period.

- vi. The Scrutinizer, after scrutinizing the votes cast during the meeting through poll and thereafter through remote e-voting, will not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <http://www.gowraleasing.com> and on the website of Kfin <https://evoting.kfintech.com>. The results shall simultaneously be communicated to BSE Limited.
- vii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., 20<sup>th</sup> August, 2025.
  - i) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be closed on expiry of 15 minutes from the schedule time of the AGM.
  - ii) Facility of joining the AGM through VC / OAVM shall be available for 1,000 Members on first come first served basis. However, the participation of Members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

- iii) The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from 9.00 A.M. on 15<sup>th</sup> August, 2025 to 5.00 P.M. on 18<sup>th</sup> August, 2025. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- iv) The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from 9.00 A.M. on 15<sup>th</sup> August, 2025 to 5.00 P.M. on 18<sup>th</sup> August, 2025.
- v) Members, who have casted their votes by remote e-voting may also attend the AGM through VC / OAVM but shall not be entitled to cast their votes again.
- vi) Members who need technical assistance before or during the AGM, can contact Shri V. Raghunath, Manager at KFintech at e-mail id: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) / [evoting@kfintech.com](mailto:evoting@kfintech.com), KFintech's toll free no.: 1800-309-4001.

**viii. INSTRUCTIONS FOR ATTENDING THE AGM, REMOTE E-VOTING AND E-VOTING DURING AGM**

The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

- Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
- Step 3 : Access to join virtual meetings (e-AGM) of the Company on KFintech system to participate in e-AGM and vote at the AGM.

**DETAILS ON STEP 1 ARE MENTIONED BELOW:**

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>IV. Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services:</b></p> <ul style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ul> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL:</b></p> <ul style="list-style-type: none"> <li>I. Open URL : <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ul>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Easi/Easiest:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li><b>2. User not registered for Easi/Easiest:</b> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-Voting is in progress.</li> </ol> </li> </ol>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see eVoting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see eVoting feature.</li> <li>III. Click on options available against company name or e-Voting service provider – <b>KFintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication</li> </ol>

**Important note:**

Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites. 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	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at.: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

**DETAILS ON STEP 2 ARE MENTIONED BELOW:**

**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
  - i. Launch internet browser by typing the URL : <https://emeetings.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc. The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Gowra Leasing & Finance Limited-AGM' and click on "Submit".
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [gowrascrutinizer@gmail.com](mailto:gowrascrutinizer@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [cs@gowraleasing.com](mailto:cs@gowraleasing.com) The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.
  - ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
  - iii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - iv. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
    - 1. Example for NSDL : MYEPWD <SPACE> IN12345612345678
    - 2. Example for CDSL : MYEPWD <SPACE> 1402345612345678
    - 3. Example for Physical : MYEPWD <SPACE> 1234567890

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

**DETAILS ON STEP 3 ARE MENTIONED BELOW:**

**III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
  - ii. Facility for joining AGM through VC/OAVM shall be open atleast 15 minutes before the commencement of the Meeting.
  - iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Microsoft Edge, Mozilla Firefox 22.
  - iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs@gowraleasing.com](mailto:cs@gowraleasing.com) . Questions/queries received by the Company till August 18, 2025 shall only be considered and responded during the AGM.
  - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
  - vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
  - viii. Facility of joining the AGM through VC/OAVM shall be available for atleast 1000 members on first come first served basis.
  - ix. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.
22. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc. the below required forms are available at Companies website ie. <https://www.gowraleasing.com/> and website of RTA i.e. <https://ris.kfintech.com/clientservices/isc/> and send the same to the RTA / Registered Office of the Company.
- |  |        |
|--|--------|
| 1. Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updatation thereof | ISR -1 |
| 2. Confirmation of Signature of shareholder by the Banker  | ISR-2  |
| 3. Registration of Nomination  | SH-13  |
| 4. Cancellation or Variation of Nomination   | SH-14  |
| 5. Declaration to opt out of Nomination  | ISR-3  |

The shares of the Company continue to be listed on the Stock Exchange at Mumbai i.e. BSE Limited and the Company has paid up to date all the listing fees to the exchange.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No.3, 4, 5, 6, 7, 8, 9 and 10 of the accompanying Notice dated 19<sup>th</sup> July, 2025.

**ITEM NO. 3**

Pursuant to the provisions of Regulation 24A of the Listing Regulations, as amended, every listed entity is required to appoint a Peer Reviewed Company Secretary or firm of Company Secretaries as Secretarial Auditor for a term of five years with the approval of shareholders at the Annual General Meeting.

Accordingly, at its meeting held on May 03, 2025, the Board of Directors, after considering the expertise and experience of SPP & Associates, Company Secretaries (Firm Registration No. S2023TS899200, Peer Review No. 2622/2022), has proposed their appointment as the Secretarial Auditors of the Company.

The proposed appointment is for a term of five consecutive years, commencing from the conclusion of the 32<sup>nd</sup> Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting, subject to shareholder's approval.

None of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution in relation to appointment of SPP & Associates, Company Secretaries as the Secretarial Auditors of the Company, as set out in Item No. 3 for approval of the members by way of Ordinary Resolution.

**ITEM NO. 4**

The Nomination and Remuneration Committee and the Board have recommended the appointment of Shri Subbaraj Gowra as a Director pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013.

The Company has received the consent from Shri Subbaraj Gowra to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Shri Subbaraj Gowra fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as a Director of the Company.

Shri Subbaraj Gowra is related to Shri Gowra Srinivas, Managing Director of the Company, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution in relation to appointment of Shri Subbaraj Gowra as a Director of the Company, as set out in Item No. 4 for approval of the members by way of Ordinary Resolution.

**ITEM NO. 5**

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorized Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

In accordance with Section 13 read with Section 61 and 64 of the Companies Act, 2013, approval of members is required for any change in the Share Capital of the Company and for changing the Capital Clause of the Memorandum of Association of the Company.

The altered Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors are in any way concerned or interested in the above resolution except in their capacity as shareholders of the Company.

The Directors recommend the resolution as set out in Item No. 5 for the approval by the members as Ordinary Resolution.

#### **ITEM NO. 6**

The Board of Directors of the Company, at its meeting held on 08<sup>th</sup> February, 2025, considered and approved a proposal to borrow funds by way of unsecured loans aggregating up to Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) by way of inter-corporate loans from Companies including group companies and further Rs. 10,00,00,000 (Rupees Ten Crores only) from the Directors of the Company in tranches, at an interest rate not exceeding 12% per annum, upon such other terms and conditions as may be mutually agreed from time to time.

Since the proposed borrowings involve directors of the Company and other group entities that fall within the definition of "Related Party" under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the transaction is classified as a related party transaction.

As per Regulation 23(4) of SEBI LODR Regulations, all material related party transactions (i.e., transactions individually or taken together with previous transactions during a financial year exceeding Rs. 1,000 crore or 10% of the annual consolidated turnover of the listed entity, whichever is lower) require prior approval of shareholders through an ordinary resolution, with related parties abstaining from voting.

Accordingly, the approval of shareholders is being sought for entering material related party transactions with:

- **Directors of the Company** - Aggregate borrowings upto Rs.10,00,00,000/- (Rupees Ten Crores Only) and
- **Related body corporates/group companies** - Aggregate borrowings upto Rs.25,00,00,000/- (Rupees Twenty-Five Crores Only)

#### **Disclosures as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI LODR Regulations:**

<b>Particulars</b>	<b>Details</b>
Name of related parties	Gowra Petrochem Private Limited, Srinivas Gowra, Lakshmi Prasad Gowra, Lakshminarayana Gowra
Nature of relationship	Directors and entities under common control; fall under the definition of "related party" under Section 2(76) of the Companies Act, 2013
Nature of transaction	Unsecured loans
Value of transaction	Rs. 25,00,00,000/- by way of Inter-corporate loan/ loan from any Company and Rs.10,00,00,000/- by way of loan from Directors.
Duration	As mutually agreed by the parties
Interest rate	Not exceeding 12% p.a.
Security	No collateral security
Whether approval required under Section 180(1)(c)	No

Material RPT threshold under SEBI LODR	Exceeds 10% of annual consolidated turnover
Whether the transaction is at arm's length and in the ordinary course	The transaction is at arm's length.
Justification	To meet working capital and business funding needs on mutually agreed commercial terms
Any other interest	Apart from the Directors providing loans, none of the other Directors or KMPs have any interest in the transaction

Except Shri Gowra Lakshminarayana, Shri Gowra Srinivas and Shri Gowra Lakshmi Prasad, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.6 of the accompanying Notice.

The Directors recommend the resolution as set out in Item No. 6 for the approval by the members as Ordinary Resolution.

**ITEM NO. 7**

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed Company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

The Nomination & Remuneration Committee (NRC) at its meeting held on July 19, 2025 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members, the continuation of Shri Dayanand Soma (DIN: 00854522) as non-executive and non-Independent Director, post attaining the age of 75 years who will be liable to retire by rotation.

The Board considers that his continued association would be of immense benefit to the Company considering his vast experience in top management of banking sector and it is desirable to continue to avail services of Shri Dayanand Soma as non-executive and non-independent Director.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

The Board of Directors recommends the resolution for the approval for continuation of Shri Dayanand Soma as non-executive and non-Independent Director post attaining the age of 75 years as set out in Item No. 06 for approval of the members by way of Special Resolution.

**ITEM NO. 8**

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed Company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

The Nomination & Remuneration Committee (NRC) at its meeting held on July 19, 2025 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members, the continuation of Shri Lakshminarayana Gowra (DIN: 00287021) as non-executive and non-Independent Director, post attaining the age of 75 years who will be liable to retire by rotation.

The Board considers that his continued association would be of immense benefit to the Company considering his vast experience and long association with the company and it is desirable to continue to avail services of Shri Lakshminarayana Gowra as non-executive and non-independent Director.

Save and except the above and Shri Srinivas Gowra who by relation is Brother of Shri Lakshminarayana Gowra, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

The Board of Directors recommends the resolution for the approval for continuation of Shri Lakshminarayana Gowra as non-executive and non-Independent Director post attaining the age of 75 years as set out in Item No. 07 for approval of the members by way of Special Resolution.

#### **ITEM NO. 9**

Shri Gowra Srinivas, who was appointed as Managing Director by the members to hold office upto July 29, 2026 has attained the age of 81 years and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole Time Director or Manager unless it is approved by the members by passing a special resolution.

Keeping in view that Shri Gowra Srinivas has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Shri Gowra Srinivas as Managing Director of the Company. Based on recommendation of NRC, the Board of Directors of the Company passed a resolution on July 19, 2025 approving reappointment of Shri Gowra Srinivas as Managing Director of the Company for a further period of five years with effect from 30th July, 2026 to 29th July, 2031. This is subject to the approval of the shareholders at this Annual General Meeting. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The details of remuneration payable to Shri Gowra Srinivas and the terms and conditions of the reappointment are given below:

- ❖ **Remuneration:** Rs. 50,000/- (Rupees Fifty Thousand only) per month.
- ❖ **Perquisites & Allowances:** In addition to the above salary, the Managing Director shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowances in lieu thereof, reimbursement of expenses or allowance for gas, electricity, water, furnishing etc., medical reimbursement, leave travel allowance, club fee and such other perquisites and allowances under the Company's rules.
- ❖ The total cost of the aforesaid perquisites, allowances and other benefits (including Rent/ HRA) shall be restricted to Rs. - 20,000/- (Rupees Twenty Thousand only) per month.
- ❖ **Other Benefits:** In addition to the above salary and perquisites, the Managing Director shall be entitled to the following annual benefits which shall not be included in the computation of the ceiling of remuneration specified in paragraph (1) and (2) above.

**I) Leave encashment:**

Encashment of leave at the end of the tenure in accordance with the rules of the Company.

**II) Provision of Car and Telephone:**

The Managing Director shall be entitled to a motor car for use on Company's business and telephone at residence, however use of car for private purpose and personal long distance calls on telephone shall be billed by the Company to the Managing Director.

- ❖ The Managing Director shall be entitled to reimbursement of entertainment expenses, traveling, boarding and lodging expenses actually and properly incurred for the business of the Company.
- ❖ He will not be eligible for any sitting Fees of the Company's Board/Committee Meetings

Except Shri Gowra Lakshminarayana, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.9 of the accompanying Notice.

The Directors recommend the resolution as set out in Item No. 8 for the approval by the members as Special Resolution

**ITEM NO. 10**

The Board of Directors of the Company ("Board") at their meeting held on 19<sup>th</sup> July, 2025, approved raising of funds aggregating up to Rs. 29,97,00,000 (Rupees Twenty-Nine Crore and Ninety-Seven Lakhs Only) by way of issuance of up to 24,97,500 (Twenty-Four Lakhs Ninety-Seven Thousand Five Hundred Only) equity shares at a price of Rs. 120 /- each payable in cash, by way of a preferential issue.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Shares to be issued pursuant to the Preferential Issue.

In accordance with Section 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in accordance with the SEBI (ICDR) Regulations and the SEBI LODR Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities on a preferential basis.

Accordingly, in terms of the Companies Act, 2013 and the SEBI (ICDR) Regulations, consent of the members is being sought for raising of funds aggregating up to Rs. 29,97,00,000/- (Rupees Twenty-Nine Crore and Ninety-Seven Lakhs Only) by way of issuance of up to 24,97,500 (Twenty-Four Lakhs Ninety-Seven Thousand Five Hundred Only) Equity Shares, at an Offer price of Rs. 120 /- each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

**1. Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued:**

The Board of Directors at their meeting held on 19<sup>th</sup> July, 2025, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 24,97,500 (Twenty-Four Lakhs Ninety-Seven Thousand Five Hundred Only) Equity Shares at a price of Rs. 120/- (Rupees One Hundred and Twenty only) each including a premium of Rs. 110/- (Rupees One Hundred Ten only) each aggregating upto Rs. 29,97,00,000/- (Rupees Twenty-Nine Crore Ninety-Seven Lakhs Only), to allottees as approved by Board on a preferential basis.

**2. Objects of the Preferential Issue and aggregate amount proposed to be raised:**

The Company intends to utilize the funds raised through the Preferential Issue primarily to meet working capital needs and support its business objectives. However, the funds to be used for general corporate purposes shall not exceed 25% of the raised funds.

Monitoring of Utilization of Funds:

Given that the issue size is less than Rs. 100 Crores, the appointment of a monitoring agency is not required under Regulation 162A of the SEBI (ICDR) Regulations.

**3. Relevant date:**

The Relevant date as per the SEBI (ICDR) Regulations, for the determination of the price per Equity Share pursuant to the preferential allotment is 21<sup>st</sup> July, 2025, ("Relevant Date") i.e. 30 days prior to the date of proposed Annual General Meeting.

#### **4. Basis on which the price has been arrived and justification for the price (including premium, if any):**

As the equity shares of the Company are listed on BSE Limited ("BSE") and are frequently traded in terms of the ICDR Regulations. Therefore, as per Regulation 164(1) of SEBI (ICDR), Regulation 2018 and as calculated by Shri Prabhakar Reddy Palakolanu, Registered Valuer, having IBBI Reg. No. IBBI/RV/06/2018/10397 and ICAIRVO Enrolment No. ICAIRVO/06/RV-P00078/2018-19 vide his valuation report dated 19<sup>th</sup> July, 2025, price at which the Equity Shares shall be issued and allotted is Rs. 120/- per share being higher of the following & Price Rounded Off:

- 90 (ninety) trading day's volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 94.29/- per equity share;
- 10 (ten) trading day's volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 119.08/- per equity share.
- Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price, then it shall undertake such re computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

Considering the above, the Company intends to issue the Equity Shares at Rs. 120/- each.

#### **5. Report of Independent Registered Valuer**

The equity shares of the Company are listed on BSE and the Preferential Issue to an allottee or to allottees acting in concert is not more than 5% (five percent) of the post issue fully diluted share capital of the Company, the price of Rs. 120/- (Rupees One Hundred Twenty only) of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 19<sup>th</sup> July, 2025 issued by Shri Prabhakar Reddy Palakolanu, Registered Valuer, having IBBI Reg. No. IBBI/RV/06/2018/10397 and ICAIRVO Enrolment No. ICAIRVO/06/RV-P00078/2018-19, having office at D.no.2-91/14/g/503, 5th Floor, Bhaskar Empire, Opp. Jayaberi Silicon Towers, Hi-tech City Road , Whitefields, Kondapur , Other , Telangana - 500084, in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.gowraleasing.com/index.php>

#### **6. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:**

The Equity Shares shall be issued to:

- Gowra Petrochem Private Limited
- Shri Srinivas Gowra
- Smt. Sabitha Srinivas Gowra
- Shri Lakshminarayana Gowra
- Smt. Ramadevi Lakshminarayana Gowra
- Shri Subbaraj Srinivas Gowra

7. Smt. Rekha Subbaraj Gowra
8. Shri Nagarjun Srinivas Gowra
9. Shri Aditya Gowra
10. Shri Arvind Lakshminarayana Gowra
11. Shri Srinivas Shyamanur
12. Amar Bio Organics (India) Private Limited
13. Gowra Metals and Polymers Private Limited
14. Gowra Ventures Private Limited
15. Urban Desk Private Limited

The abovementioned promoters/ Promoter Group intends to subscribe to the Equity Shares on Preferential basis. Other than the above, none of the Directors or Key Managerial Personnel or current Promoter/ Promoter Group of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**7. Timeframe within which the allotment shall be completed:**

As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for preferential issue and allotment of the Equity Shares and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or as allowed by SEBI, Stock Exchanges or other regulatory authority, as the case may be.

**8. Pre and Post issue shareholding Pattern :**

Particulars	Pre issue Shareholding		No of Equity Shares to be allotted in the Preferential Issue	*Post Issue Shareholding	
	No. of Shares	Percentage %		No. of Shares	Percentage %
(A) Promoter & Promoter Group					
A1) Indian					
(a) Individuals	2354465	43.17	6,58,200	3012665	37.89
(b) Bodies Corporates	965400	17.70	7,33,100	1698500	21.36
A2) Foreign	--	--	--	--	--
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	3319865	60.87	13,91,300	4711165	59.25
(B) Public					
B1) Institutions	--	--	--	--	--
B2) Central Government/ State Government(s)/ President of India	--	--	--	--	--
B3) Non-Institutions					
Individual Shareholding	1787909	32.78	8,81,000	2668909	33.56
Body Corporate	165830	3.04	1,83,500	349330	4.39
FPI	--	--	--	--	--
QIBs	--	--	--	--	--

HUF	13303	0.24	41,700	55003	0.69
IEPF	160263	2.94	--	160263	2.02
Any Other (Including NRI and Body Corporates)	7280	0.13	--	7280	0.09
Total Public Shareholding B=B1+B2+B3	2134585	39.13	11,06,200	3240785	40.75
C) Non Promoter - Non Public	--	--	--	--	--
<b>TOTAL (A+B+C)</b>	<b>5454450</b>	<b>100</b>	<b>24,97,500</b>	<b>7951950</b>	<b>100</b>

Note: Pre – Issue Shareholding Pattern has been prepared based on shareholding of the Company as on 30<sup>th</sup> June, 2025.

\* The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to be the shareholder of the Company.

**9. The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:**

The details of the Proposed Allottees are as per the following table: -

Proposed Allottees	Category	Natural person who is the UBO/ who control the proposed allottee	Pre-Issue		Post Issue of Equity Shares on preferential basis#	
			No of Shares	%	No of Shares	%
Gowra Petrochem Private Limited	Promoter	1. Srinivas Gowra 2. G L Prasad	861400	15.79	1069700	13.45
Srinivas Gowra	Promoter	Not Applicable	349360	6.41	432660	5.44
Sabitha Srinivas Gowra	Promoter	Not Applicable	282141	5.17	365441	4.60
Lakshminarayana Gowra	Promoter	Not Applicable	309400	5.67	392700	4.94
Ramadevi Lakshminarayana Gowra	Promoter	Not Applicable	83300	1.53	166600	2.10
Subbaraj Srinivas Gowra	Promoter	Not Applicable	257900	4.73	341200	4.29
Rekha Subbaraj Gowra	Promoter	Not Applicable	4900	0.09	88200	1.11
Nagarjuna Srinivas Gowra	Promoter	Not Applicable	46900	0.86	88600	1.11
Aditya Gowra	Promote	Arvind Gowra	79644	1.46	162944	2.05
Arvind Lakshminarayana Gowra	Promoter	Not Applicable	78300	1.44	103300	1.30
Srinivas Shyamanur	Promoter	Not Applicable	3346	0.06	11746	0.15
Amar Bio Organics (India) Private Limited	Promoter Group	Arvind Gowra	104000	1.91	129000	1.62
Gowra Metals and Polymers Private Limited	Promoter Group	Subbaraj Gowra	0	0.00	166600	2.10
Gowra Ventures Private Limited	Promoter Group	Aditya Gowra	0	0.00	166600	2.10
Urban Desk Private Limited	Promoter Group	Aditya Gowra	0	0.00	166600	2.10
Aditya Baldawa	Non-Promoter	Not Applicable	130000	2.38	182100	2.29
Krishna Kumar Baldwa	Non-Promoter	Not Applicable	130000	2.38	182100	2.29
Swarnim Multi Ventures Private Limited	Non-Promoter	Premkala Gelli	52000	0.95	93700	1.18
Mallika Bommiseti	Non-Promoter	Not Applicable	52000	0.95	93700	1.18
Revathi Traders India LLP	Non-Promoter	Venkata Sudarsan Maddi	20800	0.38	62500	0.79
Platina Services India LLP	Non-Promoter	Venkata Sudarsan Maddi	20800	0.38	29200	0.37

Durgabhavani Alamuru	Non-Promoter	Not Applicable	10500	0.19	14700	0.18
Bitragunta Amareshwar	Non-Promoter	Not Applicable	10500	0.19	14700	0.18
B Madhavi	Non-Promoter	Not Applicable	10500	0.19	35500	0.45
Venkata Satya Vijaya Lakshmi Chamarthi	Non-Promoter	Not Applicable	10500	0.19	15500	0.19
A Amala Rao	Non-Promoter	Not Applicable	10500	0.19	14700	0.18
Padma Raja Alamuru	Non-Promoter	Not Applicable	10500	0.19	14700	0.18
Chava Sunder Reddy	Non-Promoter	Not Applicable	10500	0.19	14700	0.18
Abhishek Tibrewala	Non-Promoter	Not Applicable	10500	0.19	31300	0.39
Kajal Tibrewala	Non-Promoter	Not Applicable	0	0.00	20800	0.26
Kiran Kumar Gubba	Non-Promoter	Not Applicable	10500	0.19	14700	0.18
Ankit Luharuka	Non-Promoter	Not Applicable	10500	0.19	31300	0.39
Arun Luharuka	Non-Promoter	Not Applicable	10500	0.19	31300	0.39
Narender Surana	Non-Promoter	Not Applicable	20800	0.38	41600	0.52
Geeta Khurana	Non-Promoter	Not Applicable	0	0.00	166600	2.10
Maila Puneeth Raj	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Challa Raghunath Reddy	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Gotluru Muralidhar Gupta	Non-Promoter	Not Applicable	4	0.00	8404	0.11
Nageshwar Rao Thatipelli	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Viral Pradipkumar Desai	Non-Promoter	Not Applicable	0	0.00	8400	0.11
Sushila Bagri	Non-Promoter	Not Applicable	0	0.00	8400	0.11
Surampudi Srinivas Subhash	Non-Promoter	Not Applicable	0	0.00	16700	0.21
Ayyagari Umesh Rao	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Sasi Kumar M	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Om Agarwal	Non-Promoter	Not Applicable	0	0.00	12500	0.16
Nuli Gopal Chin Mahesh	Non-Promoter	Not Applicable	0	0.00	4200	0.05
K Dilip Shahaji	Non-Promoter	Not Applicable	0	0.00	16700	0.21
Abhishek Rao Ayyagari	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Amulya Alamuru	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Anmol Akhilesh Alamuru	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Dheeraj Mahajan	Non-Promoter	Not Applicable	0	0.00	20800	0.26
Nadadur Srinivasan	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Archana Abhay Bandi	Non-Promoter	Not Applicable	0	0.00	8400	0.11
Chandra Shekhar Agrawal	Non-Promoter	Not Applicable	10500	0.19	18900	0.24
Mittapalli Sarath Babu	Non-Promoter	Not Applicable	10500	0.19	31300	0.39
Nirgunavathi Mittapalli	Non-Promoter	Not Applicable	10500	0.19	31300	0.39
Swati Agrawal	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Neeta Agrawal	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Saritha Saireddy	Non-Promoter	Not Applicable	0	0.00	20800	0.26
S Pruthviraj Reddy	Non-Promoter	Not Applicable	0	0.00	20800	0.26
Aruna Gupta	Non-Promoter	Not Applicable	0	0.00	41700	0.52
Shiv Kumar Gupta	Non-Promoter	Not Applicable	0	0.00	41700	0.52
Shiv Kumar Gupta (HUF)	Non-Promoter	Shiv Kumar Gupta	0	0.00	41700	0.52
Vidhi Gupta	Non-Promoter	Not Applicable	0	0.00	41700	0.52
Krishna Agrawal	Non-Promoter	Not Applicable	0	0.00	16700	0.21
Mamatha	Non-Promoter	Not Applicable	0	0.00	4200	0.05
Lexicon Finance Limited	Non-Promoter	Sudhakar Gande	68750	1.26	131250	1.65
Bluglance Consulting Private Limited	Non-Promoter	Aurobinda Prasad Gayan	0	0.00	8400	0.11
Jagson Colorchem Limited	Non-Promoter	Dinesh Jagnani	0	0.00	20800	0.26
Nikhil B Yadalam	Non-Promoter	Not Applicable	0	0.00	8400	0.11



Pranav B Yadalam	Non-Promoter	Not Applicable	0	0.00	8400	0.11
Alamuru Venkata Sai Apurupa	Non-Promoter	Not Applicable	0	0.00	4200	0.05

# The percentage is calculated on Total no. of Equity Shares post issue

\* Gowra Metals and Polymers Private Limited, Gowra Ventures Private Limited and Urban Desk Private Limited currently do not hold any shares, the promoters of these entities hold shares, they will be classified under the Promoter Group following Allotment.

#### 10. The current and proposed status of the allottee(s) post preferential issue namely, Promoter or Non-Promoter

Sl. No	Name of the Proposed Allottee	Pre-Preferential Issue	Post-Preferential Issue
		Category (Promoter/ Non - Promoter)	Category (Promoter/ Non - Promoter)
1	Gowra Petrochem Private Limited	Promoter	Promoter
2	Srinivas Gowra	Promoter	Promoter
3	Sabitha Srinivas Gowra	Promoter	Promoter
4	Lakshminarayana Gowra	Promoter	Promoter
5	Ramadevi Lakshminarayana Gowra	Promoter	Promoter
6	Subbaraj Srinivas Gowra	Promoter	Promoter
7	Rekha Subbaraj Gowra	Promoter	Promoter
8	Nagarjuna Srinivas Gowra	Promoter	Promoter
9	Aditya Gowra	Promoter	Promoter
10	Arvind Lakshminarayana Gowra	Promoter	Promoter
11	Srinivas Shyamanur	Promoter	Promoter
12	Amar Bio Organics (India) Private Limited	Promoter Group	Promoter Group
13	Gowra Metals and Polymers Private Limited	Non-Promoter	Promoter Group
14	Gowra Ventures Private Limited	Non-Promoter	Promoter Group
15	Urban Desk Private Limited	Non-Promoter	Promoter Group
16	Aditya Baldawa	Non-Promoter	Non-Promoter
17	Krishna Kumar Baldwa	Non-Promoter	Non-Promoter
18	Swarnim Multi Ventures Private Limited	Non-Promoter	Non-Promoter
19	Mallika Bommisetti	Non-Promoter	Non-Promoter
20	Revathi Traders India LLP	Non-Promoter	Non-Promoter
21	Platina Services India LLP	Non-Promoter	Non-Promoter
22	Durgabhavani Alamuru	Non-Promoter	Non-Promoter
23	Bitragunta Amareshwar	Non-Promoter	Non-Promoter
24	B Madhavi	Non-Promoter	Non-Promoter
25	Venkata Satya Vijaya Lakshmi Chamarthi	Non-Promoter	Non-Promoter
26	A Amala Rao	Non-Promoter	Non-Promoter
27	Padma Raja Alamuru	Non-Promoter	Non-Promoter

28	Chava Sunder Reddy	Non-Promoter	Non-Promoter
29	Abhishek Tibrewala	Non-Promoter	Non-Promoter
30	Kajal Tibrewala	Non-Promoter	Non-Promoter
31	Kiran Kumar Gubba	Non-Promoter	Non-Promoter
32	Ankit Luharuka	Non-Promoter	Non-Promoter
33	Arun Luharuka	Non-Promoter	Non-Promoter
34	Narender Surana	Non-Promoter	Non-Promoter
35	Geeta Khurana	Non-Promoter	Non-Promoter
36	Maila Puneeth Raj	Non-Promoter	Non-Promoter
37	Challa Raghunath Reddy	Non-Promoter	Non-Promoter
38	Gotluru Muralidhar Gupta	Non-Promoter	Non-Promoter
39	Nageshwar Rao Thatipelli	Non-Promoter	Non-Promoter
40	Viral Pradipkumar Desai	Non-Promoter	Non-Promoter
41	Sushila Bagri	Non-Promoter	Non-Promoter
42	Surampudi Srinivas Subhash	Non-Promoter	Non-Promoter
43	Ayyagari Umesh Rao	Non-Promoter	Non-Promoter
44	Sasi Kumar M	Non-Promoter	Non-Promoter
45	Om Agarwal	Non-Promoter	Non-Promoter
46	Nuli Gopal Chin Mahesh	Non-Promoter	Non-Promoter
47	K Dilip Shahaji	Non-Promoter	Non-Promoter
48	Abhishek Rao Ayyagari	Non-Promoter	Non-Promoter
49	Amulya Alamuru	Non-Promoter	Non-Promoter
50	Anmol Akhilesh Alamuru	Non-Promoter	Non-Promoter
51	Dheeraj Mahajan	Non-Promoter	Non-Promoter
52	Nadadur Srinivasan	Non-Promoter	Non-Promoter
53	Archana Abhay Bandi	Non-Promoter	Non-Promoter
54	Chandra Shekhar Agrawal	Non-Promoter	Non-Promoter
55	Mittapalli Sarath Babu	Non-Promoter	Non-Promoter
56	Nirgunavathi Mittapalli	Non-Promoter	Non-Promoter
57	Swati Agrawal	Non-Promoter	Non-Promoter
58	Neeta Agrawal	Non-Promoter	Non-Promoter
59	Saritha Saireddy	Non-Promoter	Non-Promoter
60	S Pruthviraj Reddy	Non-Promoter	Non-Promoter
61	Aruna Gupta	Non-Promoter	Non-Promoter
62	Shiv Kumar Gupta	Non-Promoter	Non-Promoter
63	Shiv Kumar Gupta (HUF)	Non-Promoter	Non-Promoter

64	Vidhi Gupta	Non-Promoter	Non-Promoter
65	Krishna Agrawal	Non-Promoter	Non-Promoter
66	Mamatha	Non-Promoter	Non-Promoter
67	Lexicon Finance Limited	Non-Promoter	Non-Promoter
68	Bluglance Consulting Private Limited	Non-Promoter	Non-Promoter
69	Jagson Colorchem Limited	Non-Promoter	Non-Promoter
70	Nikhil B Yadalam	Non-Promoter	Non-Promoter
71	Pranav B Yadalam	Non-Promoter	Non-Promoter
72	Alamuru Venkata Sai Apurupa	Non-Promoter	Non-Promoter

\* Gowra Metals and Polymers Private Limited, Gowra Ventures Private Limited and Urban Desk Private Limited currently do not hold any shares, the promoters of these entities hold shares, they will be classified under the Promoter Group following Allotment.

**11. Change in control, if any in the Company that would occur consequent to the preferential offer**

No change in control or management of the Company is contemplated consequent to the proposed Preferential issue of Equity Shares.

**12. Undertaking as to re-computation of price and lock-in of specified securities:**

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

Equity Shares to be allotted to the proposed allottees, including the pre preferential allotment shareholding of the proposed allottees will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 and other applicable provisions of the SEBI (ICDR) Regulations, 2018.

**13. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential issue of shares during the year.

**14. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The proposed allotment will be made in cash, so this provision does not apply.

**15. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects.

**16. SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

#### **17. Practicing Company Secretary Certificate:**

A certificate from Shri Govind Toshniwal (Membership No.: A37468, CP No: 24333), Practicing Company Secretary, Hyderabad, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 2018 and any amendments thereof shall be available for inspection at the registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of AGM and shall also be available during the AGM. The members desirous to inspect the certificate may send an email to [cs@gowraleasing.com](mailto:cs@gowraleasing.com), for inspection of said certificate electronically during the AGM, at least 5 days before the date of AGM, in advance. The certificate is also uploaded on the website of the Company and can be accessed at <https://www.gowraleasing.com/>.

#### **18. Other disclosures/ undertaking**

- i. Neither the Company nor its Promoters or Directors of the Company has been identified as a willful defaulter. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- ii. None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. The proposed allottees, promoter and promoter group has not sold any of the equity shares during 90 trading days preceding the relevant date;
- viii. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- ix. No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the company during the last one year;
- x. The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013 and rules made thereunder. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations, 2018 provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing Members of the Company for subscription unless the members decide otherwise through a Special Resolution.
- xii. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.



(28)



None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 10 of this notice except to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 read with applicable rules thereto and as per relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the equity shares to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 10 of the Notice. Issue of the equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and therefore, recommends the resolution at Item No.10 of the accompanying Notice for approval by the Members of the Company as Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

By Order of the Board  
for GOWRA LEASING & FINANCE LIMITED

Place: Secunderabad  
Dated: 19-07-2025

Sd/-  
(GOWRA SRINIVAS)  
Managing Director  
(DIN: 00286986)

**ADDITIONAL INFORMATION OF DIRECTORS BEING APPOINTED AT THE ANNUAL GENERAL MEETING**  
(Pursuant to Regulation 36(3) of SEBI(LODR) Regulation, 2015)

**SI No 1.**

Name	<b>Shri Lakshmi Prasad Gowra (DIN: 00268271)</b>
Date of Birth	05-06-1953
Date of first Appointment on the Board	09-02-1993
Qualification	Graduate in Commerce and qualified Chartered Accountant with a degree in Law
Directorship held in other Listed Companies	Nil
Membership/Chairmanships of Committees across other Listed Companies	Nil
Brief Profile covering experience, achievements etc.	Shri Lakshmi Prasad Gowra is a Non-Executive Director of the company and having wide experience in Finance and management related areas.
Relationship with other Directors	Nil
Shares held in the Company	170800 (as on 31-03-2025)

**SI No 2.**

Name	<b>Shri Subbaraj Gowra (DIN: 00287820)</b>
Date of Birth	24-05-1969
Date of first Appointment on the Board	NA
Qualification	B. Pharmacy and Master's Degree in Industrial Pharmacy from USA
Directorship held in other Listed Companies	Nil
Membership/Chairmanships of Committees across other Listed Companies	Nil
Brief Profile covering experience, achievements etc.	Shri Subbaraj Gowra is having over 20 years' experience in marketing and management and serves in the Board of various Private companies.
Relationship with other Directors	Son of Shri Gowra Srinivas
Shares held in the Company	257900 (as on 31-03-2025)

**SI No 3.**

Name	<b>Shri Dayanand Soma (DIN: 00854522)</b>
Date of Birth	30-09-1946
Date of first Appointment on the Board	23-12-2023
Qualification	B. Tech
Directorship held in other Listed Companies	Nil
Membership/Chairmanships of Committees across other Listed Companies	Nil
Brief Profile covering experience, achievements etc.	He has vast experience and knowledge in various fields including Banking industry, he was on the Board of ING Vysya Bank Limited for 14 years and been director of many other companies.
Relationship with other Directors	NIL
Shares held in the Company	18300 (as on 31-03-2025)

**SI No 4.**

Name	<b>Shri Gowra Lakshminarayana (DIN: 00287021)</b>
Date of Birth	24-02-1947
Date of first Appointment on the Board	09-02-1993
Qualification	Graduate in Science
Directorship held in other Listed Companies	Nil
Membership/Chairmanships of Committees across other Listed Companies	Nil
Brief Profile covering experience, achievements etc.	Shri Gowra Lakshminarayana is Non-Executive Director having extensive experience in marketing and management and serves in the Board of various companies
Relationship with other Directors	Brother of Shri Gowra Srinivas
Shares held in the Company	309400 (as on 31-03-2025)

SI No 5.

Name	<b>Shri Gowra Srinivas (DIN: 00286986)</b>
Date of Birth	25-12-1944
Date of first Appointment on the Board	26-03-1993
Qualification	Post Graduate in Science
Directorship held in other Listed Companies	Nil
Membership/Chairmanships of Committees across other Listed Companies	Nil
Brief Profile covering experience, achievements etc.	<p>Shri Gowra Srinivas aged more than 80 years having wide experience in Finance related areas. He has straddled the industrial and social sector of the state of Telangana and Andhra Pradesh with high degree of Professional and personal success.</p> <p>Shri Gowra Srinivas is an active member of trade and industry sector and was the president of The Federation of Telangana &amp; Andhra Pradesh Chambers of Commerce and Industry (Formerly known as FAPCCI). He has been associated with FTAPCCI for more than 10 years as managing Committee Member and Chairman of various Expert Committees. Presently he is an Executive Committee Member of FICCI.</p>
Relationship with other Directors	Brother of Shri Lakshminarayana Gowra
Shares held in the Company	349360 (as on 31-03-2025)