04 September, 2020

The General Manager
Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

Dear Sir/Madam,

Sub: Notice of the 27th Annual General Meeting (AGM) of the Company for the Financial Year 2019-20 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Scrip Code: 530709

Pursuant to Regulation 30 read with part A of Schedule III of the LODR Regulations, attached herewith is the Notice of the 27th AGM of the members of the Company, scheduled on Saturday, September 26, 2020, at 04:00 p.m. (IST), through two-way video conferencing(VC) facility / Other Audio Visual Means (OAVM) from the Registered office of the Company (which shall be deemed to be the venue of the meeting) in compliance with Circular No. 14/2020 dated April 08, 2020, Circular No.17 /2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 issued by Ministry of Corporate Affairs ('MCA') and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) to transact the business set forth in the Notice of the AGM dated August 31, 2020.

Further, pursuant to Regulation 42 of Listing Regulations, Register of Members and Share Transfer Books will remain closed from 20th September 2020 to 26th September 2020 (both days inclusive) for the purpose of 27th Annual General Meeting and the Record Date (Cut-off date) will be 19th September, 2020 for determining the list of shareholders eligible for e-voting for the Annual General Meeting.

Please take the same on record.

Thanking You,

Yours Faithfully,
For Gowra Leasing & Finance Limited

Sd/-
(Zafar Imam Khan)
Company Secretary

Encl.: as above

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting (AGM) of the Members of **GOWRA LEASING AND FINANCE LIMITED** (CIN: L65910TG1993PLC015349) will be held on Saturday, 26th September, 2020 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. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2020, including the audited Balance Sheet as at 31st March 2020 and the statement of Profit and Loss of the company for the year ended on that date along with the reports of the Board of Directors and Auditors thereon.

2. To declare Dividend on the equity shares for the financial year 2019-20.

3. To re-appoint Dr. Soma Sudheer (DIN: 00287082), as a Director, who retires by rotation, and being eligible, offers himself for the re-appointment.

SPECIAL BUSINESS:

4. To appoint Statutory Auditors to fill casual vacancy:

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

"**RESOLVED THAT** pursuant to the provisions of Section 139(8), and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable including any statutory modification(s) or enactment thereof, for the time being in force and pursuant to the recommendations of the Audit Committee, M/S V.N. Purohit & Co., Chartered Accountants (Firm Registration No. 304040E) be and are hereby appointed as Statutory Auditors of the company to fill the casual vacancy caused by the resignation of M/s. Agarwal Ankush & Associates., Chartered Accountants, to hold office from June 29, 2020 until the conclusion of this 27th annual general meeting at such remuneration plus applicable taxes and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

5. To appoint Statutory Auditors and fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/S V.N. Purohit &

Co., Chartered Accountants, be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Agarwal Ankush & Associates., Chartered Accountants, to hold office from the conclusion of this 27th Annual General Meeting (AGM) until the conclusion of the 32nd AGM at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

6. **Appointment of Mrs. Madhumathi Suresh (DIN: 07124113) as Independent Director for a second term of one-year period in terms of Section 149 of the Companies Act, 2013.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an special resolution:-

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Madhumathi Suresh (DIN: 07124113) be and is hereby reappointed as an Independent Director of the Company for a second term for a period of one year only, to hold office upto 29th June, 2021, not not liable to retire by rotation".

7. **Re-appointment of Shri Gowra Srinivas (DIN: 00286986) as whole-time director designated as Managing Director:**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and any other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 (Act), the relevant rules made thereunder read with Schedule V of the said Act, consent of the Members of the Company be and is hereby accorded to reappointment of Shri. Gowra Srinivas (DIN: 00286986) as Managing Director of the company for a further period of five years with effect from 30th July, 2021 to 29th July, 2026 on the following terms and conditions & remuneration:

1. **Salary:** Rs. 20,000/- (Rupees Twenty Thousand only) per month.

2. **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. 12,000/- (Rupees Twelve Thousand only) per month.

3. **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) Provident and Superannuation Fund:

The Company's contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act. The said contribution will not be included in the computation of the ceiling on remuneration.

II) Gratuity:

Gratuity payable shall not exceed half month's salary for each completed year of service and will not be included in the computation of the ceiling on remuneration.

III) Leave encashment:

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

IV) 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.

4. 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.

5. He will not be eligible for any sitting Fees of the Company's Board/Committee Meetings

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

RESOLVED FURTHER THAT Board be and is hereby authorized to revise the remuneration of the Managing Director in the future date with the mutual consult between the Board and Shri Srinivas Gowra. However, the remuneration payable shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.

By Order of the Board
for GOWRA LEASING & FINANCE LIMITED

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

Place: Secunderabad
Dated: 31st August, 2020

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.

2. The deemed venue for Twenty Seventh e-AGM shall be the Registered Office of the Company at Secunderabad 500003.

3. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the e-AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with Commpany / Despositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.gowraleasing.com and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of M/s. Kfin Technologies Pvt. Ltd. (Kfin) (agency for providing the remote e-voting facility and e-voting system during the e-AGM) i.e. https://www.kfintech.com. Detailed procedure for updating e-mail ID details for shareholders are given below.

4. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with KFin by clicking on the link https://karisma.kfintech.com/emailreg.

5. Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for FY 2019-20 and Notice of Twenty Seventh e-AGM, may temporarily get themselves registered with KFin, by clicking the link: https://karisma.kfintech.com/emailreg for receiving the same. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.

6. 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.

7. 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 with a copy marked to evoting@kfintech.com

8. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), is not applicable.

9. M/s. Agarwal Ankush & Associates., Chartered Accountants were appointed as Statutory Auditor of the Company for the period of five years effective from the conclusion of the 24th Annual General Meeting (AGM) but due to pre occupation resigned w.e.f. June 29, 2020. Board of Directors had appointed M/S V.N. Purohit & Co., Chartered Accountants as Statutory Auditors w.e.f June 30, 2020 to fill the casual vacancy and also proposed to appoint for a period of five years from this conclusion of 27th AGM to 32nd AGM.

10. The register of members and share transfer Register of the Company will remain closed from **Sunday, September 20, 2020 to Saturday, September 26, 2020** (both days inclusive) for the purpose of Annual General Meeting.

11. The shareholder desiring any further information as regards the 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. During the year under review the company has transferred shares of 13 shareholders, holding 7500 number of Shares having nominal value of Rs. 75,000 (Rupees Seventy-five Thousand Only) in the name of Investor Education and Protection Fund. 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 2012-2013 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:

Financial Year	Unclaimed Dividend Amount As on 31/03/2020 (Rs.)	Date of Declaration of Dividend	Last date of claiming unpaid dividend	Due date for transfer of unpaid dividend to IEPF
2012-2013	2,24,266.00	30-09-2013	29-10-2020	29-11-2020
2013-2014	2,41,449.00	27-09-2014	26-10-2021	26-11-2021
2014-2015	2,87,332.00	28-09-2015	27-10-2022	27-11-2022
2015-2016	2,84,257.00	12-09-2016	11-10-2023	11-11-2023
2016-2017	2,52,428.00	12-09-2017	11-10-2024	11-11-2024
2017-2018	2,67,754.00	20-09-2018	19-10-2025	19-11-2025
2018-2019	2,62,082.00	24-09-2019	23-10-2026	23-11-2026

14. The members who have not encashed the Dividend Warrants so far for the financial year ended 31st March, 2013 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 divided 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 for inspection by the members at 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 for inspection by the members at the Annual General Meeting.

18. Members may note that the Notice of the 27th AGM and the Annual Report for FY 2019-20, 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.

a. 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. Further be informed that, as per amendment in SEBI(LODR) Regulations, 2015, physical shares can't be transferred after March 31, 2019. Members are also requested to notify change of address, bank details, ECS mandates, email id, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar & Share Transfer Agent of the Company i.e. M/s Kfin Technologies Private Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana in respect of their physical share folios to avoid procedural delays.

b. 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.

c. 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.

d. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address in the website (*www.gowraleasing.com/registration-of-email-id.php)* for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company, electronically.

20. Format for registration of nominee is available on the website:
(www.gowraleasing.com/pdf/new/nomination-form-2B.pdf)

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 Private Limited (Kfin) 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 G Raghu Babu, Company Secretary in whole-time practice, Partner, R&A Associates, Company Secretaries, Hyderabad (Membership No. F4448 & Certificate of Practice No. 2820) as Scrutinizer for 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. 19th September, 2020.

iv. 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. 19th September, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at AGM.

v. 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. 19th September, 2020, may obtain the User ID and password by writing to Kfin at evoting@kfintech.com or contact 040-44655000 or Toll-Free No.1800 3454 001. 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.

vi. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting:	**9.00 a.m. (IST) on 23rd September, 2020**
End of remote e-voting:	**5.00 p.m. (IST) on 25th September, 2020**

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

vii. The Scrutinizer, after scrutinizing the votes cast at the meeting through ballot first 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.karvy.com. The results shall simultaneously be communicated to BSE Limited.

viii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26th September, 2020.

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

A) INSTRUCTIONS FOR ATTENDING THE AGM:

i) Members will be able to attend the AGM, electronically, through VC / OAVM at https://emeetings.kfintech.com by using their remote e-voting login credentials and selecting the 'Event' for the Company's AGM.

ii) Members who do not have User ID and Password for e-voting or have forgotten User ID and Password may retrieve the same by following the instructions for remote e-voting mentioned in the Notice.

iii) For better experience, Members are requested to join the meeting through laptop using Google Chrome (preferred browser) or other browsers such as Firefox, Internet Explorer or Safari after removing firewalls.

iv) Members are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio / video loss due to fluctuation in their respective networks.

v) 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.

vi) 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.

vii) Those Members who register themselves as speaker will only be allowed to express views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time and to ensure the smooth conduct of the AGM.

viii) 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.

ix) Members who need technical assistance before or during the AGM, can contact Shri I. L. Murthy, Sr.Manager at KFin at e-mail id: lakshmana.murthy@kfintech.com, contact no.: 9177401088 or can also call KFin's toll free no.: 1800-345-4001.

B) INSTRUCTIONS FOR REMOTE E-VOTING:

i) Launch internet browser by typing https://evoting.karvy.com

ii) Enter the login credentials (i.e. User ID & Password) mentioned in your e-mail. Your User ID will be as under:

- For Members holding shares in demat form with NSDL: 8 Character DP ID followed by 8 Digits Client ID
- For Members holding shares in demat form with CDSL: 16 digits beneficiary ID
- For Members holding shares in Physical Form: Event Number followed by Folio No. registered with the Company.

iii) Under Captcha, please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

iv) After entering these details appropriately, click "LOGIN".

v) You will now reach Password Change Menu, wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @ etc.). The system will prompt you to change your Password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.

vi) You need to login again with the new credentials.

vii) If you are already registered with KFin for e-voting, you can use your existing User ID and Password for casting your vote.

viii) On successful login, system will prompt you to select the 'EVENT' i.e. 'Gowra Leasing and Finance Limited'.

ix) On the voting page, you will see resolution description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares as on the Cut-off date i.e. September 19, 2020 (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If 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.

x) Cast your vote by selecting an appropriate option and click 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else click 'CANCEL' to change your vote.

xi) Once you 'CONFIRM' your vote on the resolutions, you will not be allowed to modify your vote.

xii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

xiii) In case of any queries on e-voting, you may refer Frequently Asked Questions (FAQs) on e-voting and User Manual for Shareholders available at the download section of https://evoting.karvy.com or contact Shri I. L. Murthy, Sr. Manager at KFin at e-mail id: lakshmana.murthy@kfintech.com, contact no.: 9177401088 or can also call KFin's toll free no.: 1800-345-4001.

C) INSTRUCTIONS FOR E-VOTING DURING THE AGM:

i) The e-voting window shall be activated during the AGM. Members shall vote as per the credentials displayed in the e-voting window.

ii) Members to click on the 'Instapoll' icon and follow the instructions to vote on the resolutions.

iii) Only those Members, who are present in the AGM through VC / OAVM and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting during the AGM.

22. The Companies Act, 2013 provides for the facility of nomination to the members of a Company. Accordingly, members can avail the facility of nomination in respect of their shares held either singly or jointly. Members desiring to avail this facility are requested to fill up the prescribed nomination form and send the same to the Registered Office of the Company. (The forms are available at the Regd. Office /Office of Registrars of the Company).

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.4,5, 6 & 7 of the accompanying Notice dated 31st August, 2020.

ITEM NO.4 & 5

M/s. Agarwal Ankush & Associates., Chartered Accountants were appointed as Statutory Auditor of the Company for the period of five years effective from the conclusion of the 24th Annual General Meeting (AGM) but due to pre occupation resigned w.e.f. June 29, 2020. Board of Directors had appointed M/S V.N. Purohit & Co., Chartered Accountants as Statutory Auditors w.e.f June 30, 2020 to fill the casual vacancy and also proposed to appoint for a period of five years from this conclusion of 27th AGM to 32nd AGM. Members approval required for these two items purstant to Section 139 of the Companies Act, 2013.

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.4 & 5 of the accompanying Notice.

ITEM NO. 6.

The Members of the Company, at the 22nd Annual General Meeting held on September 28, 2015 have approved the appointment of Mrs. Madhumathi Suresh (DIN:07124113) as an Independent Director of the Company, to hold office for 5(Five) consecutive years upto 11th May, 2020.

As per Section 149(10) of the Companies Act, 2013 (CA 2013), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company. In line with the aforesaid provisions of the CA 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Madhumathi Suresh (DIN:07124113) , the Board in their meeting held on 29-06-2020 has approved and proposed to re-appoint her for the second term as an independent Director on the Board of Gowra Leasing and Finance Limited for a period of One year with effect from 30th June, 2020 to 29th June, 2021 who shall not be liable to retire by rotation.

In the opinion of the Board, Mrs. Madhumathi Suresh fulfills the conditions of Independence as specified in the Act and SEBI (LODR) Regulations, 2015. 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.

ITEM NO. 7.

Shri Gowra Srinivas, who was appointed as Managing Director by the members to hold office upto July 29, 2021 has attained the age of 70 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. The Board of Directors of the Company passed a resolution on August 31, 2020 approving reappointment of Shri Gowra Srinivas as Managing Director of the Company for a further period of five years with effect from 30th July, 2021 to 29th July, 2026. This is subject to the approval of the shareholders at this Annual General Meeting. The details of remuneration payable to Shri Gowra Srinivas and the terms and conditions of the re-appointment are given in the notice dated 31st August, 2020. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Shri Gowra Lakshminarayana and Dr. Soma Sudheer, 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.7 of the accompanying Notice.

By Order of the Board
for GOWRA LEASING & FINANCE LIMITED

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

Place: Secunderabad
Dated: 31-08-2020

ADDITIONAL INFORMATION OF DIRECTORS BEING RE-APPOINTED AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI(LODR) Regulation, 2015)

Sl No 1.

Name	**Dr. Soma Sudheer (DIN: 00287082)**
Date of Birth	10-03-1950
Date of Appointment	12-09-2016
Qualification	M.B.B.S
Directorship held in other Companies	1. Advaya Investments and Finance Private Limited 2. Sun Initiatives Private Limited
Membership/Chairmanships of Committees across other public Companies	Nil
Brief Profile covering experience, achievements etc.	Dr. Soma Sudheer, MBBS, is a renowned practitioner of medicine. He is an ex-director of M/s. The Vysya Bank Limited. He is well versed with Share broking, Banking and Finance business. In view of his vast experience it is in the interest of the Company to appoint him as a Director.
Shares held in the Company	5500 (as on 30-03-2020)

Sl No 2.

Name	**Mrs. Madhumathi Suresh (DIN: 07124113)**
Date of Birth	25-06-1963
Date of Appointment	12-05-2015
Qualification	1. Commerce Graduate 2. Chartered Accountant. 3. Diploma in Information Systems Audit awarded by the Institute of Chartered Accountants of India
Directorship held in other Companies	1. Bhagyanagar India Limited 2. Surana Solar Limited
Membership/Chairmanships of Committees across other public Companies	Nil
Brief Profile covering experience, achievements etc.	Mrs. Madhumathi Suresh is Partner in M/s. Sekhar & Suresh, Chartered Accountants, Secunderabad for the past 30 years. She is in-charge of Bank, Corporate and Tax Audits.
Shares held in the Company	NIL

Sl No 3.

Name	**Shri Srinivas Gowra (DIN: 00286986)**
Date of Birth	25-12-1944
Date of Appointment	26-03-1993
Qualification	Post Graduate in Science
Directorship held in other Companies	1. Source Natural Foods and Herbal Supplements Limited 2. Gowra Petrochem Private Limited 3. Telangana Hire Purchase Association 4. Gowra Palladium Private Limited 5. Gowra Bits & Bytes Private limited 6. Gowra Engineering Technologies Private Limited 7. Gowra Ventures Private Limited 8. Amar Bio Organics (India) Private Ltd 9. Gowra Infra Developers Private Ltd 10. Sumeru Seeds Private Limited 11. Gowra Aerospace Technologies Private Limited 12. Esupport Techsol Private Limited 13. Vasavi Foundation for Empowerment
Membership/Chairmanships of Committees across other public Companies	**Chairman:** **Audit Committee:** 1. Source Natural Foods and Herbal supplements Limited **Membership:** **Shareholders Relationship Committee:** 1. Source Natural Foods and Herbal supplements Limited **Nomination & Remuneration Committee:** 1. Source Natural Foods and Herbal supplements Limited
Brief Profile covering experience, achievements etc.	Shri Gowra Srinivas aged more than 75 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. Shri Gowra Srinivas is an active member of trade and industry sector and was the president of The Federation of Telangana & Andhra Pradesh Chambers of Commerce and Industry (Formerly known as FAPCCI) for 2017-18. He has been associated with FTAPCCI for more than 9 years as managing Committee Member and Chairman of various Expert Committees. Presently he is an Executive Committee Member of FICCI.
Shares held in the Company	129748 (as on 30-03-2020)