



GOWRA LEASING & FINANCE LIMITED

CIN : L65910TG1993PLC015349

Regd. Office : No.501, 5th Floor, Gowra Grand, Behind Gowra Plaza, 1-8-384 & 385, S.P.Road,
Begumpet, Secunderabad – 500003 ■ Tel.040-27843086, 27843091

E-mail : info@gowraleasing.com ■ Website: www.gowraleasing.com

GLFL/ BSE/ 51 / 2026-27

07 July, 2026

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

Dear Sir/Madam,

Sub: Submission of Notice of the 33rd Annual General Meeting (AGM) of the Company for the Financial Year 2025-26 pursuant 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 33rd AGM of the members of the Company, scheduled on Thursday, July 30, 2026, 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 the provisions of the Companies Act, 2013 ('the Act') and Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with all applicable circulars on the matter issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') to transact the businesses as set forth in the Notice of the AGM.

Further, the Record Date (Cut-off date) will be 23rd July, 2026 for determining the list of shareholders eligible for e-voting for the purpose of 33rd Annual General Meeting (AGM) of the Company.

Please take the same on record.

Thanking You,

Yours Faithfully,

For Gowra Leasing & Finance Limited

(Srinivas Gowra)
Managing Director

Encl.: as above

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the Members of **GOWRA LEASING AND FINANCE LIMITED** (CIN: L65910TG1993PLC015349) will be held on Thursday, 30th July, 2026 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 Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026, 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 Dayanand Soma (DIN: 00854522), who retires by rotation, and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. Approval and authorization to the Board to make material related party transactions.

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 made thereunder, and in accordance with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the approval of the shareholders of the Company be and are hereby accorded to the Board of Directors of the Company, for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier arrangements/transactions with related parties of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, may exceed the prescribed thresholds specified in schedule XII of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business 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."

4. Approval for the Continuation of Shri Pallapotu Sobhanadri (DIN: 01412002) as Non-Executive & Independent 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 are hereby accorded for the continuation of Shri Pallapotu Sobhanadri (DIN: 01412002) as Non-Executive & Independent Director of the Company, who would attain the age of 75 Years on 09th April, 2027.

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.”

5. To approve Borrowing limits of The Company.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the approval of the members be and are hereby accorded to authorize Board of Directors of the Company, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, from banks, financial institutions, Directors and other body corporate, on such security and on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding an aggregate of Rs. 100 Crore (Rupees Hundred Crore Only), notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves and Security Premium Reserve and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the approval of the members be and are hereby accorded, to the Board of Directors of the Company to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution including power to create/modify any mortgage, pledge, hypothecation or other charge or encumbrances, from time to time, over present and future immovable and movable properties and assets of the Company for securing loans and credits, or other facilities provided or to be provided to the Company.

By Order of the Board

for GOWRA LEASING & FINANCE LIMITED

Sd/-

(Zafar Imam Khan)

Company Secretary & Compliance Officer
(Membership No.: ACS 48872)

Place: Secunderabad
Dated: 27th June, 2026

NOTES:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with subsequent circulars issued from time to time, the latest being General Circular No. 03/2025 dated 22nd September, 2025, has continued to allow companies to conduct their Annual General Meetings (AGMs) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) until further orders. Accordingly, in compliance with the MCA Circulars and the applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Company is being held through VC/OAVM. The AGM of the Company conducted through VC/OAVM is hereinafter referred to as the 'e-AGM'. The deemed venue for the Thirty third e-AGM shall be the Registered Office of the Company situated at Secunderabad.
2. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2025-26 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 2025-26 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 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 with a copy marked to evoting@kfintech.com and 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 and 5 is annexed.
8. The transcript of the AGM shall also be made available on the website of the Company at 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 34th AGM.
10. The record date for determining the eligibility of shareholders to participate in the 33rd AGM will be **Thursday, July 23, 2026**.
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 32 shareholders, holding 22,019 number of equity Shares having nominal value of Rs. 2,20,190 /- (Rupees Two Lakh Twenty Thousand One Hundred and Ninety 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 2018-2019 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 31/03/2026 (Rs.)	Date of Declaration of Dividend	Last date of claiming unpaid dividend	Due date for transfer of unpaid dividend to IEPF
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 31st March, 2019 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 33rd AGM and the Annual Report for FY 2025-26, 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. 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. 23rd July, 2026.

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. 23rd July, 2026 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. 23rd July, 2026, may obtain the User ID and password by writing to Kfin at einward_ris@kfintech.com / 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:

Commencement of remote e-voting:	9.00 a.m. (IST) on 27th July, 2026
End of remote e-voting:	5.00 p.m. (IST) on 29th July, 2026

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., 30th July, 2026.
 - 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 25th July, 2026 to 5.00 P.M. on 28th July, 2026. 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 25th July, 2026 to 5.00 P.M. on 28th July, 2026.
- 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 / 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	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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. 2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com II. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL: <ol style="list-style-type: none"> I. Open URL : https://www.evoting.nsd.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. 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. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

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

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 evoting@nsdl.co.in or call at.: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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 with a copy marked to evoting@kfintech.com and 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 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 though 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 . Questions/queries received by the Company till July 28, 2026 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.
21. 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/investors/isrs.aspx> 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 /updation 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 and 5 of the accompanying Notice dated 27th June, 2026.

ITEM NO. 3

The Board of Directors of the Company, at its meeting held on 27th June, 2026, considered and approved a proposal to borrow funds by way of unsecured loans aggregating up to Rs. 32,00,00,000 (Rupees thirty-two Crores only) by way of inter-corporate loans from Companies comes under the category of related party and further Rs. 33,00,00,000 (Rupees Thirty-three 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 transactions are classified as related party transactions.

As per Regulation 23(1) of SEBI LODR Regulations, all material related party transactions (i.e., transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transaction during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity if annual Consolidated Turnover of Listed Entity is up to Rs 20,000 crore) 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. 33,00,00,000 (Rupees Thirty-three Crores only) and
- **Related body corporates/group companies** - Aggregate borrowings upto Rs. 32,00,00,000 (Rupees thirty-two Crores only)

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

Particulars	Details
Name of related parties	<ol style="list-style-type: none"> 1. Gowra Petrochem Private Limited 2. Gowra Metals & Polymers Private Limited 3. Amar Bio Organics (India) Private Limited 4. Mr. Srinivas Gowra 5. Mr. Lakshmi Prasad Gowra 6. Mr. Lakshminarayana Gowra 7. Mr. Subbaraj 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 Borrowings
Value of transaction	Rs. 32,00,00,000/- by way of Intercorporate loan from Related Body Corporates/ Group Companies and Rs.33,00,00,000/- 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)	Yes
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, Shri Gowra Subbaraj and Shri Gowra Lakshmi Prasad, none of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no.3 of the accompanying Notice.

The Directors recommend the resolution as set out in Item No. 3 for the approval by the members as Ordinary Resolution.

ITEM NO. 4

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 June 27, 2026 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 Pallapotu Sobhanadri (DIN: 01412002) as non-executive & Independent Director, who would attain the age of 75 years on 09th April, 2027.

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 Pallapotu Sobhanadri as non-executive & 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 Pallapotu Sobhanadri as non-executive & Independent Director post attaining the age of 75 years as set out in Item No. 04 for approval of the members by way of Special Resolution.

**ITEM NO. 5**

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Director of a Company cannot borrow moneys in excess of the amount of the paid-up capital of the company and its free reserves and Security Premium without the approval of the Shareholders by way of Special Resolution.

The Shareholders are requested to provide necessary approvals to the Board of the Company to borrow and raise such sums of money from bank and/or other non-banking financial lenders and/or any corporates and/or other financial institutions and lenders (as permitted under applicable laws) in the form of term loans (short term/ long term), cash credit, overdraft facility, working capital demand loan etc., of amount not exceeding an aggregate of Rs. 100 Crore (Rupees Hundred Crore Only).

Accordingly, the consent of the Shareholders is being sought for borrowing limits and to secure such borrowings to create/modify any mortgage, pledge, hypothecation or other charge or encumbrances, from time to time, over present and future immovable and movable properties and assets of the Company as Special Resolution at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item no. 5 for the approval of the Shareholders. Except from related Companies and Directors from whom money may be borrowed from time to time, none of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the said 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

Sd/-
(Zafar Imam Khan)
Company Secretary & Compliance Officer
(Membership No.: ACS 48872)

Place: Secunderabad
Dated: 27th June, 2026

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	Shri Dayanand Soma (DIN: 00854522)
Date of Birth	30-09-1946
Date of first Appointment on the Board	23-12-2023
Qualification	B.E. (Bachelor of Engineering)
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	NIL (as on 31-03-2026)

SI No 2.

Name	Shri P. Sobhanadri (DIN: 01412002)
Date of Birth	09-04-1952
Date of first Appointment on the Board	21-09-2022
Qualification	Masters of Science (M.Sc)
Directorship held in other Listed Companies	Nil
Membership/Chairmanships of Committees across other Listed Companies	Nil
Brief Profile covering experience, achievements etc.	Mr. P. Sobhanadri has been an all-round professional banker with 28 years working experience with conventional and the new generation Banks, in Business Development, Credit, Operations and Audit.
Relationship with other Directors	NIL
Shares held in the Company	NIL (as on 31-03-2026)