



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/ 62 / 2024-25

21 September, 2024

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

Dear Sir/Madam,

Sub: Submission of Corrigendum to Notice of the 31st Annual General Meeting (AGM)

Ref: Scrip Code: 530709

We hereby submit the Corrigendum to the Notice of the 31st AGM of the members of the Company, scheduled on Saturday, September 28, 2024, at 04:00 p.m. (IST), through two-way video conferencing (VC) facility / Other Audio Visual Means (OAVM).

Addition has been made in sub point 4 & 5 of Item No. 5 in the Explanatory Statement of the Notice.

It may be noted that all other particulars such as issue size, issue price, maximum number of equity shares to be issued and all other details remains unchanged.

This corrigendum should be read in continuation of and in conjunction with the AGM notice. Except as detailed in this corrigendum, all other terms and contents of the AGM Notice dated 31st August, 2024 shall remain unchanged.

Please take the same on record.

Thanking You,

Yours Faithfully,

For Gowra Leasing & Finance Limited

(Srinivas Gowra)
Managing Director

Encl.: as above



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CORRIGENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING DATED 31ST AUGUST, 2024 SENT ON 6TH SEPTEMBER, 2024 TO THE SHAREHOLDERS OF THE COMPANY

To,
Members of Gowra Leasing and Finance Limited

This has reference to the Notice of Annual General Meeting dated 31st August, 2024 and (herein after referred to as “AGM Notice”) was dispatched to the Shareholders of the Company on 6th September, 2024, scheduled to be held on Saturday, 28th September, 2024 at 04:00 PM through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) pursuant to the applicable provisions of the Companies Act, 2013 (“Companies Act”), read with applicable rules of the Companies (Management and Administration) Rules, 2014 (“Rules”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“SS-2”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable laws and regulations.

Addition has been made in sub point 4 & 5 of Item No. 5 in the Explanatory Statement of the Notice.

In accordance with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the valuation report obtained from the Registered Valuer is available on the website of the Company i.e. <https://www.gowraleasing.com/>.

It may be noted that all other particulars such as issue size, issue price, maximum number of equity shares to be issued and all other details remains unchanged.

This corrigendum should be read in continuation of and in conjunction with the AGM notice. Except as detailed in this corrigendum, all other terms and contents of the AGM Notice dated 31st August, 2024 shall remain unchanged.

The Corrigendum to the notice is also being placed on Company’s website i.e. www.gowraleasing.com, on the website of stock exchange viz. BSE Limited i.e. at bseindia.com.

**By Order of the Board
for GOWRA LEASING & FINANCE LIMITED**

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

**Place: Secunderabad
Dated: 21st September, 2024**



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This Corrigendum is being issued to notify the amendments/ provide clarifications & additional details with respect to certain disclosures made under the explanatory statement to Item No. 5, which is annexed to the Notice (“Explanatory Statement”), as mentioned herein:

ITEM NO. 5

The Board of Directors of the Company (“Board”) at their meeting held on 31st August, 2024, approved raising of funds aggregating up to Rs. 11,77,99,200 (Indian Rupees Eleven Crore Seventy-Seven Lakhs Ninety-Nine Thousand Two Hundred Only) by way of issuance of up to 24,54,150 (Twenty-Four Lakhs Fifty-Four Thousand One Hundred Fifty Only) equity shares at a price of Rs. 48/- 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. 11,77,99,200 (Indian Rupees Eleven Crore Seventy-Seven Lakhs Ninety-Nine Thousand Two Hundred Only) by way of issuance of up to 24,54,150 (Twenty-Four Lakhs Fifty-Four Thousand One Hundred Fifty Only) Equity Shares, at an Offer price of Rs.48/- 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 31st August, 2024, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 24,54,150 (Twenty-Four Lakhs Fifty-Four Thousand One Hundred Fifty Only) Equity Shares at a price of Rs. 48/- (Rupees Forty-eight only) each including a premium of Rs. 38/- (Rupees thirty-eight only) each aggregating upto Rs. 11,77,99,200 (Indian Rupees Eleven Crore Seventy-Seven Lakhs Ninety-Nine Thousand Two Hundred 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 29th August, 2024, (“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 Mr. 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 20th September, 2024, price at which the Equity Shares shall be issued and allotted is Rs. 48 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. 42.61/- 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. 47.51/- per equity share.



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c) 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. 48/- each.

5. Report of Independent Registered Valuer

Since the equity shares of the Company are listed on BSE and the Preferential Issue to an allottee is more than 5% (five percent) of the post issue fully diluted share capital of the Company, the price of Rs. 48 (Rupees Forty Eight only) of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 20th September, 2024 issued by Mr. 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/pdf/new/Equity%20Valuation%20Report.pdf>

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:

1. M/s. Gowra Petrochem Private Limited
2. Mr. Subbaraj Srinivas Gowra
3. Mr. Surya Prakash Gowra
4. Mrs. Sabitha Srinivas Gowra
5. Mr. Lakshminarayana Gowra
6. Mr. Srinivas Gowra
7. Mr. Gowra Anil Kumar
8. Mr. G L Prasad
9. Mr. Gowra Sriramulu Rajagopal

The abovementioned promoters intend 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 which triggered the Open Offer | Post Issue Shareholding | |
|-------------------------------|------------------------|--------------|---|-------------------------|--------------|
| | No. of Shares | Percentage % | | No. of Shares | Percentage % |
| (A) Promoter & Promoter Group | | | | | |
| A1) Indian | | | | | |



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| | | | | | |
|---|---------|-------|---------|---------|-------|
| (a) Individuals | 1282766 | 42.76 | 1072700 | 2355466 | 43.18 |
| (b) Bodies Corporates | 548900 | 18.29 | 416500 | 965400 | 17.70 |
| A2) Foreign | -- | -- | -- | -- | -- |
| Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2) | 1831666 | 61.05 | 1489200 | 3320866 | 60.88 |
| (B) Public | | | | | |
| B1) Institutions | -- | -- | -- | -- | -- |
| B2) Central Government/ State Government(s)/ President of India | -- | -- | -- | -- | -- |
| B3) Non-Institutions | | | | | |
| Individual Shareholding | 993412 | 33.11 | 802600 | 1796012 | 32.93 |
| Body Corporate | 3574 | 0.12 | 162350 | 165924 | 3.04 |
| FPI | -- | -- | -- | -- | -- |
| QIBs | -- | -- | -- | -- | -- |
| HUF | 18435 | 0.62 | -- | 18435 | 0.34 |
| IEPF | 147959 | 4.93 | -- | 147959 | 2.71 |
| Any Other (Including NRI and Body Corporates*) | 5254 | 0.17 | -- | 5254 | 0.10 |
| Total Public Shareholding B=B1+B2+B3 | 1168634 | 38.95 | | 2133584 | 39.12 |
| C) Non Promoter - Non Public | -- | -- | -- | -- | -- |
| TOTAL (A+B+C) | 3000300 | 100 | 2454150 | 5454450 | 100 |

Note: Pre – Issue Shareholding Pattern has been prepared based on shareholding of the Company as on 30th August, 2024.

* 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 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# | | PAN/ Registration Number |
|--|----------------|--|--------------|-------|--|-------|--------------------------|
| | | | No of Shares | % | No of Shares | % | |
| Gowra Petrochem Private Limited | Promoter | 1. Srinivas Gowra 2. G L Prasad | 548900 | 18.29 | 861400 | 15.79 | AAACG7481Q |
| Subbaraj Srinivas Gowra | Promoter | Not Applicable | 49600 | 1.65 | 257900 | 4.73 | AAQPG1571Q |
| Surya Prakash Gowra | Promoter | Not Applicable | 9600 | 0.32 | 30600 | 0.56 | AAQPG1582R |
| Sabitha Srinivas Gowra | Promoter | Not Applicable | 73841 | 2.46 | 282141 | 5.17 | ACAPG4254G |
| Lakshmi Narayana Gowra | Promoter | Not Applicable | 101100 | 3.37 | 309400 | 5.67 | ACAPG4255H |
| Srinivas Gowra | Promoter | Not Applicable | 141060 | 4.70 | 349360 | 6.41 | ACAPG4256E |
| Gowra Anil Kumar | Promoter | Not Applicable | 99900 | 3.33 | 203900 | 3.74 | ACGPG3927Q |
| G L Prasad | Promoter | Not Applicable | 66800 | 2.23 | 170800 | 3.13 | ADEPG2144A |
| Amar Bio Organics (India) Private Limited* | Promoter Group | Arvind Gowra | 0 | 0.00 | 104000 | 1.91 | AAHCA5284C |
| Gowra Sriramulu Rajagopal | Promoter | Not Applicable | 15200 | 0.51 | 25700 | 0.47 | AALPR7202E |
| Aditya Baldawa | Non-Promoter | Not Applicable | 0 | 0.00 | 130000 | 2.38 | ABXPB8853E |



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| | | | | | | | |
|--|--------------|----------------|---|------|--------|------|------------|
| Krishna Kumar Baldwa | Non-Promoter | Not Applicable | 0 | 0.00 | 130000 | 2.38 | ABFPB0034P |
| Swarnim Multi Ventures Private Limited | Non-Promoter | Premkala Gelli | 0 | 0.00 | 52000 | 0.95 | AAFCS1508R |
| Sandeep Kumar Agarwal | Non-Promoter | Not Applicable | 0 | 0.00 | 130000 | 2.38 | AAOPA1358H |
| Pooja Agrawal | Non-Promoter | Not Applicable | 0 | 0.00 | 130000 | 2.38 | ABRPA7151Q |
| Lexicon Finance Limited | Non-Promoter | Sudhakar Gande | 0 | 0.00 | 68750 | 1.26 | AAACL0914H |
| Mallika Bommisetti | Non-Promoter | Not Applicable | 0 | 0.00 | 52000 | 0.95 | ARAPB6851B |
| Revathi Traders India LLP | Non-Promoter | Sudarsan Maddi | 0 | 0.00 | 20800 | 0.38 | AATFR2012G |
| Platina Services India LLP | Non-Promoter | Sudarsan Maddi | 0 | 0.00 | 20800 | 0.38 | AARFP8704F |
| Ravindra Boppana | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | ACXPB4254G |
| Suman Daga | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | AOYPD3994E |
| Devanshi Daga | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | BPOPB2832M |
| Durgabhavani Alamuru | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | ADOPA0168J |
| B Amareshwar | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | AZFPB9832R |
| B Madhavi | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | AKBPB4900D |
| Venkata Satya Vijaya Lakshmi Chamarthi | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | AEBPC3611G |
| A Amala Rao | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | BQGPR0305C |
| Padma Raja Alamuru | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | AFTPA0183N |
| Ramesh Chandra Mutupuri | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | ACQPM1424L |
| Chava Sunder Reddy | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | EYCPR8048M |
| Mittapalli Sarat Babu | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | ACVPM9471A |
| Nirgunavathi Mittapalli | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | ABYPM1140J |
| Abhishek Tibrewala | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | AFQPT1981E |
| Kiran Kumar Gubba | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | AEIPG7381J |
| Ankit Luharuka | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | ACHPL6425D |
| Arun Luharuka | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | AAEPL1773D |
| Chandra Shekhar Agrawal | Non-Promoter | Not Applicable | 0 | 0.00 | 10500 | 0.19 | AAYPB8446L |
| Vinay Bagri | Non-Promoter | Not Applicable | 0 | 0.00 | 20800 | 0.38 | ADEPB6966F |
| Narender Surana | Non-Promoter | Not Applicable | 0 | 0.00 | 20800 | 0.38 | AINPS9088F |

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

* Amar Bio Organics (India) Pvt. Ltd. currently do not hold any shares, since promoters have shareholding in the company will be added to Promoter Group post 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 | Subbaraj Srinivas Gowra | Promoter | Promoter |
| 3 | Surya Prakash Gowra | Promoter | Promoter |
| 4 | Sabitha Srinivas Gowra | Promoter | Promoter |
| 5 | Lakshmi Narayana Gowra | Promoter | Promoter |
| 6 | Srinivas Gowra | Promoter | Promoter |
| 7 | Gowra Anil Kumar | Promoter | Promoter |
| 8 | G L Prasad | Promoter | Promoter |
| 9 | Amar Bio Organics (India) Private Limited | Non-Promoter | Promoter Group |
| 10 | Gowra Sriramulu Rajagopal | Promoter | Promoter |
| 11 | Aditya Baldawa | Non-Promoter | Non-Promoter |



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| | | | |
|----|--|--------------|--------------|
| 12 | Krishna Kumar Baldwa | Non-Promoter | Non-Promoter |
| 13 | Swarnim Multi Ventures Private Limited | Non-Promoter | Non-Promoter |
| 14 | Sandeep Kumar Agarwal | Non-Promoter | Non-Promoter |
| 15 | Pooja Agrawal | Non-Promoter | Non-Promoter |
| 16 | Lexicon Finance Limited | Non-Promoter | Non-Promoter |
| 17 | Mallika Bommiseti | Non-Promoter | Non-Promoter |
| 18 | Revathi Traders India LLP | Non-Promoter | Non-Promoter |
| 19 | Platina Services India LLP | Non-Promoter | Non-Promoter |
| 20 | Ravindra Boppana | Non-Promoter | Non-Promoter |
| 21 | Suman Daga | Non-Promoter | Non-Promoter |
| 22 | Devanshi Daga | Non-Promoter | Non-Promoter |
| 23 | Durgabhavani Alamuru | Non-Promoter | Non-Promoter |
| 24 | B Amareshwar | Non-Promoter | Non-Promoter |
| 25 | B Madhavi | Non-Promoter | Non-Promoter |
| 26 | Venkata Satya Vijaya Lakshmi Chamarthi | Non-Promoter | Non-Promoter |
| 27 | A Amala Rao | Non-Promoter | Non-Promoter |
| 28 | Padma Raja Alamuru | Non-Promoter | Non-Promoter |
| 29 | Ramesh Chandra Mutupuri | Non-Promoter | Non-Promoter |
| 30 | Chava Sunder Reddy | Non-Promoter | Non-Promoter |
| 31 | Mittapalli Sarat Babu | Non-Promoter | Non-Promoter |
| 32 | Nirgunavathi Mittapalli | Non-Promoter | Non-Promoter |
| 33 | Abhishek Tibrewala | Non-Promoter | Non-Promoter |
| 34 | Kiran Kumar Gubba | Non-Promoter | Non-Promoter |
| 35 | Ankit Luharuka | Non-Promoter | Non-Promoter |
| 36 | Arun Luharuka | Non-Promoter | Non-Promoter |
| 37 | Chandra Shekhar Agrawal | Non-Promoter | Non-Promoter |
| 38 | Vinay Bagri | Non-Promoter | Non-Promoter |
| 39 | Narender Surana | Non-Promoter | Non-Promoter |

* Amar Bio Organics (India) Pvt. Ltd. currently do not hold any shares, since promoters have shareholding in the company will be added to Promoter Group post 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.



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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 Mr. 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, 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

- a. 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.



GOWRA LEASING & FINANCE LIMITED

CIN : L65910TG1993PLC015349

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S.P.Road, Begumpet, Secunderabad – 500003 ■ Tel.040-27843086, 27843091

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

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.

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. 05 of this notice except and 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. 05 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.05 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: 21-09-2024

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