



**GOWRA
LEASING
&
FINANCE
LIMITED**

23rd Annual Report

2015 - 2016



CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri. D.SURESH	-	Chairman and Independent Director
Shri. TILAK SHANKAR	-	Independent Director
Dr. TUMBALAM GOOTY SURENDRANATH	-	Independent Director
Shri. J.A. MOHAN KUMAR	-	Independent Director
Smt. MADHUMATHI SURESH	-	Independent Director
Shri. GOWRA LAKSHMINARAYANA	-	Director
Shri. GOWRA SURYA PRAKASH	-	Director
Shri. SOMA DAYANAND	-	Director
Shri. GOWRA L.PRASAD	-	Director
Shri. GOWRA SRINIVAS	-	Managing Director

Chief Financial Officer

Shri. Alamuru Venkata Rama Krishna Rao

Company Secretary

Smt. Amita Karnewar

REGISTERED OFFICE

No.501, 5th Floor, Gowra Grand, Behind Gowra Plaza,
1-8-384 & 385, S.P.Road, Begumpet, Secunderabad – 500003
(CIN : L65910TG1993PLC015349)

BANKERS

State Bank of India

- PB Branch, S.P.Road, Begumpet, Secunderabad – 500003
- Bible House Branch, R P Road, Secunderabad – 500003

Kotak Mahindra Bank Ltd

General Bazar Branch, Secunderabad – 500003

HDFC Bank Ltd.

Begumpet, Hyderabad – 500016

AUDITORS

Dagliya & Co.

Chartered Accountants
2nd Floor, Srinivasa Building,
Ranigunj, Secunderabad-500003

REGISTRAR & SHARE TRANSFER AGENT

M/s. Karvy Computershare Private Ltd.,

Karvy Selenium Tower B, Plot No.31 & 32,
Gachibowli, Financial District,
Nanakramguda, Serilingampally Mandal
Hyderabad – 500032
Tel No. 040-67161500, Fax No. 040-23420814
e-mail: einward@karvy.com
Website: www.karvycomputershare.com

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Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circular stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with Registrar and Share Transfer Agent in respect of physical holdings and in respect of electronic holdings with the Depository through their concerned Depository Participants.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting (AGM) of the Members of **GOWRA LEASING & FINANCE LIMITED** (CIN: L65910TG1993PLC015349) will be held on Monday, the 12th September, 2016 at 11:30 A.M at Hotel, THE MANOHAR, Airport Exit Road, Begumpet, Hyderabad – 500016, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31 March 2016, along with the reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on the equity shares for the financial year 2015-16.
3. To appoint Shri Soma Sudheer (DIN: 00287082), as Director in place of Shri. Soma Dayanad (DIN: 00854522), who is liable to retire by rotation and does not offer himself for reappointment.

"RESOLVED THAT pursuant to the provisions of Sections 102 and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions (including any modification or re-enactment thereof) and pursuant to retirement of Shri. Soma Dayanad by rotation, Shri. Soma Sudheer (DIN: 00287082), be and is hereby appointed as Director of the company, liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member alongwith the deposit of requisite amount as mentioned under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

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 to give effect to the aforesaid resolution."

4. Appointment of Statutory Auditors

To consider and if though fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Dagliya & Co., Chartered Accountants, Secunderabad (Firm's Registration No. 671S), the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration plus applicable service tax, out-of-pocket, traveling expenses etc., 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."

SPECIAL BUSINESS:

5. 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 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, pursuant to the provisions of Articles of the Association of the Company consent of the Board of Directors of the Company be and is hereby accorded to appoint Shri. Gowra Srinivas as Managing Director of the company for a period of five years with effect from 30th July, 2016 to 29th July, 2021 on the following terms and conditions:

- ❖ **Salary:** The Company shall pay to the Managing Director in consideration of the performance of his duties a salary of Rs.20,000/- (Rupees Twenty thousand only) per month.

- ❖ **Perquisites & Allowances :** In addition to the above salary, the Managing Director shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowances in lieu thereof, reimbursement of expenses or allowance for gas, electricity, water, furnishing etc., medical reimbursement, leave travel allowance, club fee and such other perquisites and allowances under the Company's rules.

The total cost of the aforesaid perquisites, allowances and other benefits (including Rent/ HRA) shall be restricted to Rs. 12,000/- (Rupees Twelve Thousand only) per month.

- ❖ **Other Benefits:** In addition to the above salary and perquisites, the Managing Director shall be entitled to the following annual benefits which shall not be included in the computation of the ceiling of remuneration specified in paragraph (1) and (2) above.

i) 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.

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

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 Shri Gowra L Prasad, Director of the Company be and are hereby severally authorized to file the requisite form and documents to the statutory authorities by applying their Digital Signature thereto.

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 resolution."

Place: Secunderabad
Dated: 1st August, 2016

By Order of the Board
for GOWRA LEASING & FINANCE LIMITED,
Sd/-
(GOWRA SRINIVAS)
Managing Director
(DIN: 00286986)

NOTES:

- 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), wherever applicable, are annexed hereto.
- The register of members and share transfer Register of the Company will remain closed from **Tuesday, September 6, 2016 to Monday, September 12, 2016** (both days inclusive) for the purpose of Annual General Meeting.
- A MEMBER ENTITLED TO ATTEND THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
- A member holding more than 10% of the total share capital may appoint a single person as Proxy and such person shall not act as Proxy for any other person or member. The Instrument appointing the proxy should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
- Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- 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.
- Pursuant to the provisions of Section 124 of the Companies Act, 2013, Dividend for the financial year ended 2008-2009 and thereafter, which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund 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 31/3/2015 (Rs.)	Date of Declaration of Dividend	Last date of claiming unpaid dividend	Due date for transfer of unpaid dividend to IEPF
2008-2009	2,07,663.60	30-09-2009	29-09-2016	30-10-2016
2009-2010	1,80,284.40	25-09-2010	24-09-2017	25-10-2017
2010-2011	2,63,106.20	30-09-2011	29-09-2018	30-10-2018
2011-2012	2,25,043.00	29-09-2012	28-09-2019	29-10-2019
2012-2013	2,47,496.00	30-09-2013	29-09-2020	30-10-2020
2013-2014	2,79,049.00	27-09-2014	26-09-2021	27-10-2021
2014-2015	3,04,432.00	28-09-2015	27-09-2022	28-10-2022

- The members who have not encashed the Dividend Warrants so far for the financial year ended 31-03-2009 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 is transferred to the Investor Education and Protection Fund, no claim shall lie in respect thereof.
- Financial Year-wise list of unclaimed dividend is available on Company's website – (www.gowraleasing.com/dividend.php)
- 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 AGM.
- 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 AGM
- Members may note that the Notice of the 23rd AGM and the Annual Report for FY 2015-16, copies of audited financial statements, Directors' report etc., will also be available on the website of the company, (www.gowraleasing.com) for downloading.
- 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. 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 Karvy Computershare 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.
 - 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 Income Tax 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.
14. Format for registration of nominee is available in the website (www.gowraleasing.com/pdf/new/nomination-form-2B.pdf)
15. Members/Beneficial Owners/Proxies should bring the attendance slips duly filled in for attending the meeting.
16. Members/Beneficial Owners are requested to bring Annual Report with them for the Annual General Meeting. No copies of Annual Report will be distributed at the meeting.
17. **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) Regulation, 2015, the Company is pleased to provide to its Members, the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (KCPL) 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. In order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of AGM, the Company has also enclosed a ballot form with the Annual Report for 2015-16.
- iii. The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting/ballot form shall be able to vote at the Meeting through polling paper.
- iv. A Member can opt for only single mode of voting i.e. either through e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through e-voting shall prevail and vote by Ballot shall be treated as invalid. The members who have cast their vote by remote e-voting/ballot form may also attend the Meeting but shall not be entitled to cast their vote again.
- v. 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 to voting process (e-voting, ballot and poll) in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- vi. 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 i.e. 7th September, 2016.
- vii. 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, i.e. 6th September, 2016 only shall be entitled to avail the facility of remote e-voting, ballot form as well as voting at AGM through polling paper.
- viii. 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. 6th September, 2016, may obtain the User ID and password by writing to Karvy at evoting@karvy.com or contact 040-44655000 or Toll Free No.1800 3454 001. However, if the person is already registered with Karvy for remote e-voting then the existing user ID and password can be used for casting vote.
- ix. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 9.00 a.m. (IST) on 9th September, 2016
End of remote e-voting : Up to 5.00 p.m. (IST) on 11th September, 2016

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

- x. 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 Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to BSE Limited.
- xi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 12th September, 2016.

xii. Instructions and other information relating to remote e-voting:

A. In case of Members receiving Notice through Mail

- a. Open e-mail and open PDF File viz. "Gowra Leasing and Finance Limited.pdf" with your client ID or folio No. as password. The said PDF File contains your user ID and password for e-voting. Please note that the password is an initial password.
- b. Use the following URL for e-voting: From Karvy website: <http://evoting.karvy.com>
- c. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- d. Enter the login credentials. In case of physical folio, User ID will be EVEN number 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 Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- e. After entering the details appropriately, click on *LOGIN*.
- f. You will reach the 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 any contact details like mobile, email 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.
- g. You need to login again with the new credentials.
- h. On successful login, the system will prompt you to select the EVENT i.e., **Gowra Leasing & Finance Limited**
- i. On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- j. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- k. 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.
- l. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the Resolution.
- m. Once the vote on the Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- n. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to gowrascrutinizer@gmail.com, with a copy marked to evoting@karvy.com.
- o. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd at Toll free No. 1800 345 4001 (toll free) or mail at evoting@karvy.com. Alternatively, members may also contact Shri. P.A.Varghese, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Contact no. 040-33215424, email id: varghese1@karvy.com.

B. In case of members receiving notice through post/courier:

- a. Initial password, as below, will be sent separately

EVEN (E Voting Event Number)	User ID	Password

- b. Please follow all steps mentioned above in Sr. No. (xii)(A) from (b) to (n) to cast your vote by electronic means.
18. The Companies Act, 2013 provides for the facility of nomination to the holders of Shares in 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).
 19. The shares of the Company continue to be listed on the Stock Exchange at Mumbai i.e. BSE Ltd. 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.5 of the accompanying Notice dated 1st August, 2016.

IN RESPECT OF ITEM NO. 5.

Shri Gowra Srinivas, who was appointed as Managing Director by the members to hold office upto July 31, 2016 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 May 19, 2016 approving re-appointment of Shri Gowra Srinivas as Managing Director of the Company for a further period of five years with effect from 30th July, 2016 to 29th July, 2021. 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 1st August, 2016. 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, Shri Gowra Surya Prakash, Soma Sudhir and Shri Gowra L .Prasad or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

By Order of the Board
for GOWRA LEASING & FINANCE LIMITED,
Sd/-
(GOWRA SRINIVAS)
Managing Director
(DIN: 00286986)

Place :Secunderabad
Dated: 01-08-2015

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

SI No 1.

Name	Dr. Soma Sudheer
Date of Birth	10-03-1950
Date of Appointment	01-08-2016
Qualification	M.B.B.S
Directorship held in other Companies	1. Sun Initiatives Private Limited 2. Advaya Investments and Finance Private Limited
Membership/Chairmanships of Committees across 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

SI No 2.

Name	Shri Gowra Srinivas
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 Herbalsupplements Limited 2. Sumeru Seeds Private Limited 3. Gowra Petrochem Private Limited 4. Amar Bio Organics (India) Privatelimited 5. Gowra Aerospace Technologies Privatelimited 6. Gowra Infracprojects Private Limited

	<ol style="list-style-type: none"> 7. Gowra Infradevelopers Private Limited 8. Gowra Hallmark Townships Private Limited 9. Sree Gurukrupa Motors Private Limited 10. Telangana Hire Purchase Association 11. Gowra Ventures Pvt Ltd 12. Gowra Engineering Technologies Privatelimited 13. Esupport Techsol Private Limited 14. Vasavi Foundation for Empowerment
Membership/Chairmanships of Committees across public Companies	<p>Chairman: Audit Committee: 1. Source Natural Foods and Herbalsupplements Limited</p> <p>Membership: Shareholders Relationship Committee: 1. Source Natural Foods and Herbalsupplements Limited</p> <p>Nomination & Remuneration Committee: 1. Source Natural Foods and Herbalsupplements Limited</p>
Brief Profile covering experience, achievements etc.	<p>Shri Gowra Srinivas aged more than 70 years having wide experience in Finance related areas.</p> <p>He is associated with:</p> <ul style="list-style-type: none"> ➤ Federation of Telangana & Andhra Pradesh Chambers of Commerce and Industry – Senior Vice- President ➤ Vasavi Medical & Research Centre (Vasavi Hospital) - Trustee. ➤ Telengana Hire Purchase Association – Vice - President.
Shares held in the Company	126153 Equity Shares of Rs.10/- each

DIRECTORS' REPORT

Dear Shareholders,

We have pleasure in presenting the 23rd Annual Report on the business and operations of Company and Financial Results for the year ended 31st March, 2016.

1. FINANCIAL RESULTS

The summarized Financial Results of the Company are given hereunder: -

Particulars	(Rs. In lakhs)	
	FY 2015-16	FY 2014-15
Total Income	137.19	139.87
Operating Profit before interest, Depreciation & Tax	84.25	39.63
Interest and other Financial charges	0.47	0.50
Depreciation	0.27	0.31
Net Profit before Tax	83.50	38.81
Provision for Income Tax & FBT	28.04	20.87
Provision for Deferred Tax	(1.75)	(8.84)
Net Profit after Tax	57.21	26.78
Add : Balance brought forward from previous year	493.02	506.74
Profit available for appropriation	550.23	533.52
Proposed Dividend	30.00	30.00
Corporate Tax on Dividend	6.10	5.10
Depreciation Adjustment	-	0.04
Balance to be carried forward	502.68	498.38

2. OPERATIONS AND BUSINESS OUTLOOK:

During the year under review, the Company recorded a total income of Rs. 137.19 lakhs and a net profit of Rs. 57.21 lakhs against income of Rs.139.87 lakhs and a net profit of Rs. 26.78 lakhs in the previous year. Increase in net profit is due to negligible provisions of NPAs provided during 2015-16 compared to previous year.

3. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

As per the requirements Section 134(3)(l) of the Companies Act, 2013, Company declare that, there are no significant material changes and commitments affecting financial position of the Company between 31st March, 2016 and the date of Board's Report.

4. CHANGE IN THE NATURE OF BUSINESS:

As per the requirements Rule 8(5)(ii) of the Companies (Accounts) Rules, 2014, Company declare that, there is no significant change in the nature of business of the Company during the last financial year.

5. SHARE CAPITAL AND CLASSIFICATION OF COMPANY:

The authorized capital of the Company as on 31st March, 2016 was Rs. 5,00,00,000/- divided into 50,00,000 equity shares of Rs.10/- each.

The Subscribed, Issued and Paid-up capital of the Company as on 31st March, 2016 was Rs. 3,00,03,000/- divided into 30,00,300 equity shares of Rs. 10/- each.

In terms of provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by Reserve Bank of India; your company has been classified as Loan Company.

Disclosures as prescribed by Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and other NBFC regulations have been made in this Annual Report.

6. DIVIDEND

During the year under review, your Directors recommended a Dividend @ 10% amounting to Rs.30,00,300/- for the year ended 31st March, 2016. This will entail an outflow of Rs..36,11,101/-(inclusive of Dividend Distribution Tax thereon).

7. TRANSFER TO RESERVES

The Company is not required to transfer any amount to the General Reserve.

8. FIXED DEPOSITS:

Your Company has not accepted/invited any deposits from the public for the year under review within the meaning of Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 and Section 73 of the Companies Act, 2013 and the rules made there under.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. RETIREMENT BY ROTATION

Pursuant to provisions of the Companies Act, 2013, Shri Soma Dayanand(DIN: 00854522), Director will retire at the ensuing Annual General Meeting.

B. APPOINTMENT

- ❖ The Board of Directors of the Company had appointed Smt. Madhumathi Suresh as Independent Director cum Women Director w.e.f 12th May, 2015, for a period of five consecutive years up to 11th May, 2020 not liable to retire by rotation.

FAMILIARIZATION PROGRAM: Smt. Madhumathi Suresh was inducted into the Board and attended an orientation program. Further at the time of appointment she was issued a formal letter of appointment, outlining her duty, responsibilities, role and functions.

- ❖ Smt. Amita Karnewar was appointed as Company Secretary of the Company in lieu of resignation of Smt. J Smita in the Board Meeting duly held on 4th February, 2016.

SUBSEQUENT TO CLOSURE OF FINANCIAL YEAR 2015-16.

- ❖ Shri. Gowra Srinivas was re-appointed as Managing Director in the Board Meeting held on 19th May, 2016 which is required to be approved in the ensuing AGM for a period of 5 years. A member proposed his candidature for appointment at the ensuing Annual General Meeting.

Brief profiles of Shri Soma Sudhir and Shri. Gowra Srinivas are given in the notice convening the 23rd AGM, for reference of the shareholders.

C. CESSATION

Smt. J Smita who was appointed as Company Secretary of the Company in the Board Meeting held on 13th November, 2015 has submitted her resignation on 1st February, 2016 stating her inability to continue as Company Secretary of the Company due to personal commitments, same was approved by the Board in its Meeting dated 4th February, 2016.

D. EVALUATION OF THE BOARD'S PERFORMANCE

As per provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI(LODR) Regulations, 2015, the Board adopted a formal performance evaluation policy for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment etc. The evaluation of the Independent Directors and that of the Chairman was carried out by the entire Board excluding the Director being evaluated and the evaluation of Non-Independent Directors was carried out by the Independent Directors. A separate meeting of Independent Directors was also held during the year wherein the performance of Chairman, Board, Executive Directors was evaluated.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

E. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, in terms of the provisions of Regulation 34 of the SEBI (LODR) Regulations, 2015, presented in a separate section forming part of the Annual Report. **(ANNEXURE I)**

F. DECLARATION BY INDEPENDENT DIRECTORS

In accordance with Section 149(7) of the Companies Act, 2013, each Independent Director has confirmed to the Company that he or she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

10. POLICIES

A. RISK MANAGEMENT POLICY

The Company has policy for identifying risk and established controls to effectively manage the risk. Further the company has laid down various steps to mitigate the identified risk. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

B. NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. There has been no change in policy from the last year. The Remuneration Policy is attached to this report as **ANNEXURE II**.

C. CODE OF CONDUCT POLICY:

The Company has complied with the requirements about code of conduct for Board members and Senior Management Personnel. The said policy is available on the website of the Company. (www.gowraleasing.com/code-of-conduct.php)

D. INSIDER TRADING POLICY:

The Board of Director has adopted the Insider Trading Policy in accordance with the requirement of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading policy of the Company lays down guidelines & procedures to be followed, and disclosures to be made while dealing with the shares of the Company, as well as the consequences of the violations. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain highest ethical standards of dealing in Companies shares.

The Insider Trading Policy of the company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for preventing insider trading is available on the website of the Company. (www.gowraleasing.com/pdf/new/code-of-fair-disclosures.pdf)

E. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Board of Directors of the Company have adopted Whistle Blower Policy. This policy is formulated to provide an opportunity to employees to raise concerns and to access the Audit Committee in good faith, in case they observe unethical and improper practices or any other wrongful conduct in the Company, to provide necessary safeguards for protection of employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against those employees.

There were no complaints received during the year 2015-16.

F. POLICY ON MATERIALITY OF EVENTS:

The Policy on materiality of related party transactions as approved by the Board may be accessed on the Company's website. (www.gowraleasing.com/pdf/gfl-policy-for-materiality.pdf)

G. FAIR PRACTICE CODE:

The Board of Directors have adopted a Fair Practices Code at its Meeting held on 30th May, 2013 at Secunderabad as per the RBI guidelines for NBFCs which is available on the website (www.gowraleasing.com/fair-practice-code.php) .

11. AUDITORS & AUDITORS' REPORT

A. STATUTORY AUDITORS

As per second proviso to Section 139(2) of the Companies Act, 2013, (the Act), a transition period of three years from the commencement of the Act is provided to appoint a new auditor if the existing auditor's firm has completed two terms of five consecutive years. accordingly, M/s. Dagliya & Co., Chartered Accountants, Hyderabad are proposed to be re-appointed as auditors for one year commencing from the conclusion of 23rd AGM till the conclusion of the 24th AGM.

They have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee and the Board of Directors recommend the appointment of M/s. Dagliya & Co., Chartered Accountants, Hyderabad, as statutory auditors of the Company from the conclusion of the 23rd AGM till the conclusion of next AGM, to the shareholders.

The Statutory Auditors' Report does not contain any reservation, qualification or adverse remark.

The Statutory Audit Report for the financial year 2015-16 is annexed herewith as (**ANNEXURE III**) to this Report

B. SECRETARIAL AUDITOR

The Company pursuant to Section 204 of the Companies Act, 2013 has appointed R&A Associates, Hyderabad as Secretarial Auditor. The Secretarial Audit Report for the financial year 2015-16 is annexed herewith as (**ANNEXURE IV**) to this Report.

The Secretarial Audit Report does not contain any reservation, qualification or adverse remark.

C. COST AUDITOR

During the year under review, the Company was not required to maintain cost records and get them audited by Cost Auditor.

12. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanation obtained, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis;

(e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. CORPORATE GOVERNANCE

A separate report on Corporate Governance is enclosed as a part of this Annual Report. A certificate from the Auditors of the Company regarding compliance with Corporate Governance is annexed to the Report on Corporate Governance.

Pursuant to Schedule V of SEBI (LODR) Regulations, 2015 the declaration signed by the Managing Director affirming compliance of the Code of Conduct by the Directors and Senior Management personnel of the Company for the financial year 2015-2016 is annexed and forms part of the Corporate Governance Report (**ANNEXURE V**)

14. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required pursuant to Section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company is enclosed herewith in separate section (**ANNEXURE - VI**).

No employee was in receipt of remuneration exceeding Rs. 1,02,00,000/- or more per annum or Rs. 8,50,000/- or more per month as the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence the disclosure as required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required.

15. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Your Directors draw attention of the members to Notes 2.24 to the financial statement which sets out related party disclosures.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not made any loan, given guarantee, provided security or made investments pursuant to the provisions of Section 186 of Companies Act, 2013 other than the normal course of business.

17. DISCLOSURES:

A. EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as (**ANNEXURE VII**) to this Report.

B. COMPOSITION OF AUDIT COMMITTEE

The Audit Committee comprises Shri. T. Shankar (Chairman), Shri. T.G.Surendranath, Shri. D.Suresh, Shri. J.A.Mohan Kumar, Shri. Gowra Surya Prakash as members.

All the recommendations made by the Audit Committee were accepted by the Board.

C. NUMBER OF BOARD MEETINGS

The Board of Directors of the Company met 5 (five) times during the year. For further details, please refer report on Corporate Governance. The Maximum interval between 2 meetings did not exceed 120 days, as prescribed under Companies Act, 2013.

D. LISTING

The equity shares of the Company are listed with Bombay Stock Exchange (BSE).

On September 2, 2015, Securities & Exchange Board of India issued SEBI (Listing Obligations & Disclosure Requirement), Regulations 2015 streamlining the provisions of the Listing Agreement for different segments of Capital markets to ensure better enforcement, hence enforcing the Companies to enter into fresh Listing Agreement with the stock exchanges where the shares are listed. The Company entered into fresh Listing Agreement with BSE Limited on 7th January, 2016.

There are no arrears on account of payment of listing fees to BSE.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, is not applicable since there is no such activity at present being pursued by the Company.

19. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. The Company has no subsidiaries, joint ventures or associate companies.
- b. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- c. The Company has in place adequate internal financial controls with reference to financial statements. These controls ensure the accuracy and completeness of the accounting records and preparation of reliable financial statements.

20. POLICY ON SEXUAL HARASSMENT:

There were no complaints/cases pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

The Company was not required to constitute a CSR Committee as the Company has not met any of the thresholds mentioned in Section 135 of the Companies Act, 2013 during the financial year under review. Hence reporting about policy on Corporate Social Responsibility and the initiatives taken are not applicable to the Company

22. ACKNOWLEDGEMENTS:

The Directors thank the Company's Bankers namely State Bank of India, Kotak Mahindra Bank Ltd., HDFC Bank Limited and officials of concerned Government Departments for their co-operation and continued support to the Company.

The Board would also like to thank the Company's shareholders, customers, suppliers for the support and the confidence which they have reposed in the management. The Board place on record its appreciation of the contribution made by the employees at all levels for their hard work, solidarity, co-operation and support.

Place: Secunderabad
Dated: 01-08-2016

For and on behalf of the Board of Directors
Sd/-
(D.SURESH)
Chairman
(DIN : 00268394)

ANNEXURE-I
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. BACKGROUND:

Your company is essentially a Loan company categorized by The Reserve Bank of India as Non-Systematically Important Non-Deposit taking NBFC i.e. non-deposit taking NBFC with assets of less than Rs. 100 crores.

B. MACRO-ECONOMIC SCENARIO:

The global economic activity slowed during Financial Year 2015-16 across economies barring few exceptions. The sluggish global growth has impacted the growth of Indian Economy and consequent investment and credit demand.

C. OPPORTUNITIES & THREATS:

Growth of your Company's asset book and quality of assets depend significantly on the economy. Unfavourable events in the Indian economy can affect the market sentiment and in turn impact the business of the company. Due caution is being exercised by the management.

D. FUTURE OUTLOOK:

The robust economic growth of the Indian economy will also lead to robust growth in the business of your company. GDP is poised to grow by around 7.9 percent in 2016-17. Your company is hopeful of containing NPAs through vigorous monitoring efforts. The recovery of NPAs are expected to be faster. Through this, it is expected to defuse the crisis of the looming bad loans.

E. RISKS & CONCERNS:

Your Company being a financial company, is exposed to specific risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, credit risk and market risk. The most important among them are credit risk, market risk and operational risk. The measurement, monitoring management of risk remains key focus areas for the company.

It maintains a conservative approach and manages the credit risk through prudent selection of clients, delegation of appropriate lending powers and by stipulating various prudential limits.

F. INTERNAL CONTROL:

Your Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently. Moreover, the Company's Internal Audit & Control team defines and reviews the scope, coordinates and conducts Risk Based Internal Audits. Statutory and Standard Auditing Practices employed include, among other compliances to adhere to accounting and auditing standards, consideration of Laws and Regulations in an audit of financial statements, Governance and Compliance to ensure compliances, risk assessment etc. and reporting them to the Audit Committee, etc. continuously upgrades these systems in line with the best available practices.

G. PERFORMANCE HIGHLIGHTS:

Your directors are pleased to inform that during the year under report, your company has been able to achieve satisfactory growth in the area of operation compared to previous year. Your company earned a net profit of Rs. 57,21,064 for the year 2015-16 as against Rs. 26,78,214 for the previous year.

H. DIVIDEND:

Having regard to the overall performance of the company and the positive outlook for the future, the Board of Directors recommended a dividend of 10% on the paid up capital.

I. NON-PERFORMING ASSETS:

Your company has been focusing on containing the non-performing assets through better credit monitoring as well as intensified efforts to recover the dues. During the year fresh provision of NPA is Rs. 5,31,455/- only as compared to Rs. 28,68,128/- of the previous year.

J. HUMAN RESOURCES:

People remain the most valuable asset of the Company. Your Company is professionally managed with senior management personnel having rich experience and long tenure with the Company. Your Company follows a policy of building strong teams of talented professionals. The Company encourages, appreciates and facilitates long term careers and maintains a cordial and harmonious relationships with its employees.

K. CAUTIONARY STATEMENT:

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. Company's operations are affected by many external and internal factors which are beyond the control of the management. Thus the actual situation may differ from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

ANNEXURE-II
REMUNERATION POLICY

1. INTRODUCTION

Gowra Leasing & Finance Limited (GLFL) recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, Key Managerial Personnel and other employees keeping in view the following objectives:

- a) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- b) Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- c) Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. SCOPE AND EXCLUSION:

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. TERMS AND REFERENCES:

In this Policy, the following terms shall have the following meanings:

“**Director**” means a director appointed to the Board of the Company.

“**Key Managerial Personnel**” means:

- (i) the Chief Executive Officer or the Managing Director or the manager;
- (ii) the Company secretary;
- (iii) the Whole-time director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed under the Companies Act, 2013

“**Nomination and Remuneration Committee**” means the committee constituted by GLFL Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

4. POLICY:

A. Criteria for Appointment of Non-Executive Directors & Independent Directors

- a) The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of marketing, finance, taxation, law, governance and general management.
- b) In case of appointment of Independent Directors, the Nomination & Remuneration (N&R) Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c) The N&R committee shall ensure that the candidate identified for appointment as a director is not disqualified for appointment under section 164 of the Companies Act 2013.
- d) In case of re-appointment of Non-Executive Directors & Independent Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration of Non-Executive Directors & Independent Directors

- i. A Non-Executive Director & Independent Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 including any amendment or modification thereto as may be in force;
- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

B. Criteria for Appointment of Executive Directors and Key Managerial Personnel (KMP)

For the purpose of appointment of any Executive Director and Key Managerial Personnel (KMP), the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position. The Committee shall also ensure that the incumbent fulfils such other criteria as laid down under the Companies Act, 2013 read with Rules made there under or other applicable laws.

Remuneration of Executive Directors & KMP

- i. The Board, on the recommendation of the Nomination and Remuneration (N&R) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits prescribed under Companies Act, 2013 including any statutory modification or amendment thereto as may be in force, subject to approval by the shareholders in General Meeting.
- ii. The Board, on the recommendation of the N&R Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
- iii. The remuneration of the Executive Directors and KMP may be broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retirement benefits. The variable component comprises performance bonus.

C. Remuneration to Other Employees:

- i. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.
- ii. The remuneration may be divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus.



ANNEXURE-III
INDEPENDENT AUDITOR'S REPORT

To,
The Members
Gowra Leasing and Finance Limited
Secunderabad

Report on the financial statements

We have audited the accompanying financial statements of Gowra Leasing and Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015 and its profit and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act and in terms of the information and explanations sought by us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:
 - (i) (a) In our opinion the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) All the fixed assets have been physically verified by the management during the year and no material discrepancies have been noticed on such verification.

- (c) In our opinion the title deeds of immovable properties are held in the name of the Company.
- (ii) As the company has not purchased/ sold goods during the year nor are there any opening stocks, requirement of reporting on physical verification of stocks or maintenance of inventory records, in our opinion, does not arise.
- (iii) a) The company has given loan to one company covered in the register maintained under section 189 of the Act.
b) The party has repaid the principal amount as stipulated and has been regular in the payment of interest.
c) There is no overdue amount of loan granted to such company listed in the register maintained under section 189 of the Act.
- (iv) As explained to us, the company has not granted any loans, investments or given guarantees/security, hence the question of compliance to provisions of Section 185 and 186 of the Act as per clause (iv) does not arise.
- (v) In our opinion and according to the information and explanations given to us by the management, the company has not accepted any deposits from public and the Board of Directors of the company has passed a resolution for the non-acceptance of any deposits. The Company has complied with the directions issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under as per clause (v) of the Order.
- (vi) According to the information and explanations provided by the management, the company is not engaged in production of any such goods or provision of any such services for which the Central Government has prescribed particulars relating to utilisation of material or labour or other items of cost. Hence, the provisions of section 148(1) of the Act do not apply to the company and in our opinion, no comment on maintenance of cost records under section 148(1) of the Act is required to be given.
- (vii) (a) According to the records of the Company, the company is regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues to the extent applicable to it.
(b) According to the information and explanations given to us and based on the records verified by us, we state that there were no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Value Added Tax, Duty of Customs, Duty of Excise or Cess which have remained outstanding as at 31st March 2016 for a period of more than six months from the date they became payable.
(c) According to the information and explanation given to us, there are no dues of Income tax, Wealth tax, Sales tax, Value Added Tax, Service Tax, Duty of Customs, Duty of Excise or Cess, which have not been deposited on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The company neither borrowed any loans from Financial Institutions, Government nor issued any debentures and consequently the question of default in repayment does not arise.
- (ix) According to the information and explanations given to us no money was raised by way of initial public offer or further public offer and the company has not taken any term loans from banks or financial institutions during the year. Hence the question of application of moneys raised by way of initial public offer, further public offer and term loans for the purpose for which they were raised does not arise.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion the managerial remuneration has been paid or provided in accordance with requisite approvals mandated by the provisions of Sec 197 read with Schedule V to the Companies Act.
- (xii) The company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the company.
- (xiii) In our opinion and according to information and explanations given to us, the company has complied with the provisions of Section 177 and 188 of the Act and the disclosures of such transactions in the Financial Statements etc., as required by applicable Accounting Standards in respect of transactions entered into with related parties.
- (xiv) As explained to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, hence the requirement of compliance to provisions of Section 42 of the Act and utilization of amounts so raised for the purpose for which the funds were raised as per clause (xiv) of the Order does not arise.
- (xv) In our opinion, the company has not entered into any non-cash transactions with directors or persons connected with him; hence the requirement of compliance to provisions of Section 192 of the Act as per clause (xv) of the Order does not arise.
- (xvi) In our opinion, the company is registered under Section 45-IA of the Reserve Bank of India Act, 1934, hence the requirement of clause (xv) of the Order is complied.

II. As required by Section 143(3) of the Act, we report that:

- i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- iii. The balance sheet, statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of account;
- iv. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- v. On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of section 164(2) the Act.
- vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
- vii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Dagliya and Co.
Chartered Accountants
FRN: 00671S
Sd/-
(Mayank Jain)
(Partner)
M No.: 225914

Place: Secunderabad
Date: 19.05.2016



**ANNEXURE-IV
SECRETARIAL AUDIT**

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no .9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
M/s. Gowra Leasing and Finance Limited
501, 5th Floor, Gowra Grand, Behind Gowra Plaza,
1-8-384 & 385, S.P. Road, Begumpet,
Secunderabad- 500003, Telangana.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Gowra Leasing and Finance Limited**, (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 ("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May 2015);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not Applicable as the Company has not issued further capital during the Audit Period**).
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; (**- Not Applicable as the Company has not issued any shares / options to directors / employees under the said Guidelines/Regulations during the Audit Period**).
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable as the Company has not issued and listed debt securities during the Audit Period**).
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not applicable as the Company has not delisted/propose to delist its equity shares from any stock exchange during the Audit Period**) and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not applicable as the Company has not bought back/propose to buy-back any of its securities during the Audit Period**)

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof the Company has complied with laws applicable with respect to the Reserve Bank of



India Act, 1934 and Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 1998 as amended from time to time which are specifically applicable to the Company:

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by "The Institute of Company Secretaries of India" made effective 1st July, 2015
- ii. The Listing Agreement (till November 30, 2015) entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (from December 01, 2015 to March 31, 2016).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines and standards.

Place: Hyderabad
Date: 25-07-2016

For R & A Associates
Sd/-
(G. Raghu Babu)
Partner
FCS No.4448, CP No. 2820

ANNEXURE-V
REPORT ON CORPORATE GOVERNANCE

This Report states compliance as per requirements of the Companies Act, 2013, SEBI Listing Regulations, 2015 and NBFC Regulations, as applicable to the Company.

1. PHILOSOPHY:

Your Company recognizes its role as a corporate citizen and endeavours to adopt the best practices of corporate governance through transparency in business ethics, accountability to its customers, Government and others.

Your Company believes that good governance practices enables the Management to direct and control the affairs of the Company in an efficient manner and to achieve the Company's goal of maximizing value for all its stakeholders.

2. BOARD OF DIRECTORS:

The Board of Directors along with the Committees of the Board, provides leadership and guidance to the Company's Management and directs, supervises and controls the activities of the Company. The Board of the Company is represented by well-known people from different walks of life. They are reputed and successful professionals, businessmen having expert knowledge of finance and industry. They are well recognized in the society for their contributions and achievements in their respective fields of expertise.

a. Composition:

As on 31 March 2016, the Board of the Company consisted of ten directors, of whom one was executive (Managing Director), five were non-executive independent (including one-woman director) and four were non-executive and non-independent. The Board has no institutional nominee director. The Company has a Non-Executive Chairman. According to regulation 17(1)(b) of SEBI Listing Regulations, 2015, where the chairperson of the Board is a non-executive director, at least one-third of the Board of directors shall comprise of independent directors. As Table 1 shows, this provision is met at Gowra Leasing & Finance Limited.

b. Number of Meetings of the Board:

During the financial year 2015-16, the Board met five times and the gap between any two meetings has been less than one hundred and twenty days. The Directors who were present in the Board Meeting are marked as "√" and the directors who were granted leave of absence was marked as "X".

Sl No	Name of Director	25 May 2015	5 August 2015	31 August 2015	13 November 2015	4 February 2016
1	Mr. Gowra Srinivas	√	√	√	√	√
2	Mr. Gowra L. Prasad	√	√	√	√	√
3	Mr. Soma Dayanand	√	√	√	√	√
4	Dr.T.G.Surendranath	√	√	√	√	√
5	Mr. Gowra Lakshminarayana	√	X	X	X	√
6	Mrs. Madhumathi Suresh	X	√	√	√	√
7	Mr. T.Shankar	√	X	X	√	√
8	Mr. J.A.Mohan Kumar	√	√	√	√	X
9	Mr. D. Suresh	√	√	√	√	√
10	Mr. Gowra Suryaprakash	√	√	√	√	√

c. Attendance record of directors:
TABLE 1

Composition of the Board and attendance record of directors for 2015-16

Name of the Director	Category and Position	No. of Board Meetings		Whether attended last AGM	No. of Committees of Board of other companies		No. of other Directorship held
		Held	Attended		Chairmanship	Member	
Mr. D. Suresh	Non-Executive & Independent	5	5	Yes	-	-	2
Mr. Gowra Srinivas	Executive	5	5	Yes	1	2	14

Mr. Gowra L. Prasad	Non-Executive	5	5	No	-	-	5
Mr. Gowra Lakshminarayana	Non-Executive	5	2	Yes	-	-	6
Mr. Gowra Suryaprakash	Non-Executive	5	5	Yes	-	-	--
Mr. Soma Dayanand	Non-Executive	5	5	Yes	-	-	3
Mr. T.Shankar	Non-Executive & Independent	5	3	Yes	-	-	2
Dr. T.G.Surendranath	Non-Executive & Independent	5	5	Yes	-	-	1
Mr. J.A.Mohan Kumar	Non-Executive & Independent	5	5	Yes	-	-	--
Mrs. Madhumathi Suresh	Non-Executive & Independent	5	4	Yes	-	-	2

d. Committees of the Board

The Board has constituted Committees with specific terms of reference/scope to focus effectively on issues and ensure expedient resolution of diverse matters.

At present, the Company has the following Board Level Committees, namely:

- A) Audit Committee
- B) Remuneration Committee
- C) Shareholders/Investor's Grievance Committee

The Company Secretary is the Secretary of all the aforementioned Committees. The Board of Directors and the Committees also take decisions by circular resolutions (12th May, 2015) which are noted by the Board at its next meeting. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions / noting.

3. AUDIT COMMITTEE:

The Company had set up its Audit Committee way back in 2003 under erstwhile Companies Act, 1956 and clause 49 of the erstwhile Listing Agreement. The Audit Committee was reconstituted in 2012, consequent upon the change in the Board of Directors.

To meet the additional requirement of Companies Act, 2013 and clause 49 (now corresponding to regulation 18 of SEBI Listing Regulations, 2015), the terms of reference of Committee were amended by the Board at its meeting held on 8 August, 2014.

The Board has been reviewing the working of the Committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Companies Act, 2013, SEBI Listing Regulations, 2015 and NBFC Regulations.

a. Constitution & Composition:

In compliance with Companies Act, 2013 and regulation 18(1)(c) of SEBI Listing Regulations, 2015, four members of the Audit Committee, viz. Mr. T. Shankar (Chairman), Mr. D. Suresh, Mr. J.A. Mohan Kumar and Dr. T.G Surendranath are independent directors and all the members of the Audit Committee are 'financially literate'. Moreover, the Audit Committee has members, who have 'accounting or related financial management expertise'.

b. Meetings and attendance:

During 2015-16, the Audit Committee met four times viz. 25 May 2015, 5 August 2015, 13 November 2015, and 4 February 2016. The meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two meetings.

In addition to the members of the Audit Committee, these meetings were attended by the heads of finance, internal audit functions and the statutory auditor of the Company and those executives who were considered necessary for providing inputs to the Committee. Further, on invitation, directors who are not members of the Committee also attended the meetings of the Committee. The Company Secretary acted as the secretary to the Audit Committee.

TABLE 2

Composition of Audit Committee and attendance record of members for 2015-16

S.No.	Name of the Director	Category	Meetings Held	Meetings Attended
1	Mr. T. Shankar	Chairman, Non -executive, Independent	4	3
2	Mr. D. Suresh	Non -executive, Independent	4	4
3	Mr. J.A Mohan Kumar	Non -executive, Independent	4	3
4	Dr. T.G Surendranath	Non -executive, Independent	4	4
5	Mr. Gowra Surya Prakash	Non –executive	4	4

4. NOMINATION & REMUNERATION COMMITTEE:

GLFL constituted the Remuneration Committee of the Board in June, 2006. Subsequently the committee was reconstituted in August 2010 as a result of change in the Board of Directors.

Further, the Board at its meeting held on 8 August 2014, renamed the Committee as “Nomination and Remuneration Committee” and also revised the terms of reference for this Committee in compliance with section 178 of Companies Act, 2013 and clause 49 of the erstwhile Listing Agreement.

During the year under review, the Committee met three times viz. 31 August 2015, 13 November 2015 and 4 February 2016.

TABLE 3

Composition of the Nomination and Remuneration Committee and attendance record of members for 2015-16

S.No.	Name of the Director	Category	Meetings Held	Meetings Attended
1	Dr.T.G.Surendranath	Chairman, Non -executive, Independent	3	3
2	Mr. T. Shankar	Non -executive, Independent	3	2
3	Mr. D.Suresh	Non -executive, Independent	3	3

Further, on invitation, directors who are not members of the Committee also attended the meetings of the Committee.

Remuneration Policy as per Annexure-II

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The Company has adopted a robust process for the performance evaluation of the entire Board including the Independent Directors. Please refer to the Directors' Report for details on the Performance Evaluation of the Board.

5. DETAILS OF REMUNERATION:

The details of remuneration paid to the Board of Directors forms part of the Annexure VII (Extract of Annual Return i.e. MGT-9)

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors of the Company constituted its Shareholders' and Investors' Grievance Committee in 2003 under erstwhile Companies Act, 1956 and clause 49 of the erstwhile Listing Agreement. This Committee was constituted to specifically look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends etc.

The Committee was reconstituted in August 2010 and again in August 2012 as a result of change in the Board of Directors.

In compliance with the provisions of section 178 of the Companies Act, 2013 and regulation 20 of the SEBI Listing Regulations, 2015 the Board renamed the Committee as 'Stakeholders Relationship Committee' in the meeting held in February 4, 2016.

TABLE 4:

Composition of the Stakeholders Relationship Committee and attendance record of members for 2015-16

S.No.	Name of the Director	Category	Meetings Held	Meetings Attended
1	Mr. Gowra Lakshminarayana	Chairman, Non- executive	4	3
2	Mr. Soma Dayanand	Non- executive	4	4
3	Mr. Gowra Surya Prakash	Non- executive	4	4

The total numbers of complaints received and replied to the satisfaction of the shareholders during the year ended March 31, 2016 under review were 5 (Five) The Company ensures that the investor's correspondence is attended expeditiously and endeavour is made to send a satisfactory reply within three days of receipt, except in cases that are constrained by disputes or legal impediments. There are no pending share transfer complaints as on March 31, 2016.

COMPLIANCE OFFICER: Amita Karnewar, Company Secretary.

7. GENERAL BODY MEETINGS:

a. Location & time for last 3 Annual General Meetings of the Company:

AGM	Financial Year	Day/ Date	Time	Venue	Special Resolutions
22 nd	2014-15	Monday/ 28-09-2015	3.30 P.M	Hotel "THE MANOHAR", Airport Exit Road, Begumpet, Hyderabad – 500016	-NIL-
21 st	2013-14	Saturday/ 27-09-2016	11.30 A.M	Hotel Jaya Excellency, Beside ICICI Bank, Near Airport, Begumpet, Hyderabad-500016.	Pursuant to provision of Section 180(1) (a) & Section 180(1) (c) of Companies Act, 2013.
20 th	2012-13	Monday/ 30-09-2016	11.00 A.M	Hotel Jaya Excellency, Beside ICICI Bank, Near Airport, Begumpet, Hyderabad-500016.	-NIL-

b. Postal Ballot Resolution

No Postal ballot resolution was passed during the year ended March 31, 2016. No special resolution requiring a postal ballot is being proposed for the ensuing Annual General Meeting.

8. MEANS OF COMMUNICATION:

The Quarterly, half-yearly and annual results of the Company's performance are published in widely circulated national and local dailies such as The Financial Express / Business Standard and Praja Shakti in English and Telugu respectively. The same were sent to the Bombay Stock Exchange (BSE) and posted on the Company's website.

The Company has 1526 shareholders as on 31st March, 2016. The Company mainly communicates with its shareholders through annual report, which includes the Directors' Report, Management Discussion and Analysis Report, Report on Corporate Governance and Audited Financial Results.

9. GENERAL SHAREHOLDER INFORMATION:

a) 23rd Annual General Meeting:

Date: 12th September, 2016

Time: 11:30 A.M.

Venue: Hotel "THE MANOHAR", Airport Exit Road, Begumpet, Hyderabad – 500016

b) Financial Year : 1st April, 2015 to 31st March, 2016

c) Date of Book Closure : 6th September, 2016 to 12th September, 2016 (both days inclusive)

d) Dividend Payment Date :

For the year ended March 31, 2016, the Directors have recommended a dividend at the rate of Rs. 1 per equity share, subject to approval of the Members at the ensuing Annual General Meeting. If approved, the dividend shall be paid on or before October 12, 2016 to all the Members.

e) Financial Calendar : For the FY 2016-17

Financial Results	Cut-off Date
Unaudited first quarter financial results	On or before August 14,2016
Unaudited second quarter financial results	On or before November 14,2016
Unaudited third quarter financial results	On or before February 14,2017
Approval of audited annual results for year ending 31 March, 2017	On or before May 31,2017

f) Listing on Stock Exchange:

Name of the Stock Exchange	Address	Scrip Code/Scrip ID
Bombay Stock Exchange Limited (BSE)	25 th Floor, P.J. Towers, Dalal Street, Mumbai -400001	530709 GOWRALE

The Company has paid listing fees to BSE for the year 2016-17.

g) ISI Number for NSDL & CDSL : INE225G01012



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h) Depositories

- i. **National Securities Depository Ltd. :**
Trade World, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel, Mumbai-400013.
- ii. **Central Depository Services (India) Ltd.,**
Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai-400023.

i) Market Price Data :

The details of trading at Bombay Stock Exchange Limited for the period from 1st April, 2015 to 31st March, 2016 as follows:

Month	High (Rs)	Low (Rs.)	No. of shares
April, 2015	12.00	10.93	2,848
May, 2015	11.47	11.47	15
June, 2016	11.48	11.48	900
July, 2015	12.19	11.60	1,399
August, 2015	13.13	12.01	1,379
September, 2015	17.08	11.88	3,379
October, 2015	16.40	14.65	3,247
November, 2015	17.85	15.90	4,339
December, 2015	23.10	17.50	1,538
January, 2016	30.00	23.75	289
February, 2016	29.65	27.15	2,044
March, 2016	28.50	22.25	1,509

j) Registrar & Share Transfer Agent:

For lodgement of transfer deeds and other documents or for any grievances/complaints, investors may contact the Company's Registrar and Share Transfer Agent at the following address:

Karvy Computershare Private Limited,
Karvy Selenium Tower B, Plot No.31-32, Financial District, Nanakramguda, Serilingampally Hyderabad – 500032
Fax No. 040-23420814 e-mail: einward@karvy.com Website: www.karvycomputershare.com

k) Share Transfer System:

The Board of Directors of the Company has delegated the powers of share transfers, splitting, consolidation of share certificates and issue of duplicate shares, rematerialisation of shares etc. to Share Transfer Committee. The Committee attends the share transfer formalities at least once in a fortnight. The Registrar and Share Transfer Agents register the shares received for transfer in physical mode, within 15 days from the date of lodgement, if documents are complete in all respects.

l) Distribution of Shareholding Pattern as on 31st March, 2016:

Shareholding of nominal value of	Shareholders			Share amount	
	No. of Cases	% of Cases	Total Shares	Amount (Rs.)	% of Amount
1-5000	932	61.07	268889	2688890	8.96%
5001- 10000	330	21.62	297573	2975730	9.92%
10001- 20000	116	7.60	181728	1817280	6.06%
20001- 30000	62	4.06	150429	1504290	5.01%
30001- 40000	16	1.05	56286	562860	1.88%
40001- 50000	16	1.05	72000	720000	2.40%
50001- 100000	22	1.44	169359	1693590	5.64%
100001& Above	32	2.10	1804036	18040360	60.13%
TOTAL	1526	100.00%	3000300	30003000	100.00%

m) Shareholding Pattern as on 31st March, 2016:

Sl. No.	Category	No. of share holders	No. of Shares held	Percentage to Total issued shares
1	PROMOTER INDIVIDUALS	49	1253873	41.79
2	RESIDENT INDIVIDUALS	1440	1165245	38.82
3	PROMOTERS BODIES CORPORATE	1	547900	18.26
4	NON RESIDENT INDIANS	6	17845	0.59
5	H U F	19	12990	0.43



6	BODIES CORPORATES	10	2247	0.06
7	CLEARING MEMBERS	1	200	0.02
	Total	1526	3000300	100.00%

n) Dematerialization of Shares & Liquidity:

The trading in Company's shares is permitted only in dematerialised form. The Company's shares are available for trading in the depository systems with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). As on 31st March, 2016, 19,32,517 Shares (64.00%) has been dematerialized with NSDL and 141568 shares (5.00%) with CDSL.

o) Reconciliation of Share Capital Audit:

The Reconciliation of Share Capital Audit was carried out by Practicing Company Secretary for each of the quarters in the financial year 2015-16, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital. The audit reports confirm that the total issued/paid-up capital is an agreement with the total number of shares in physical form and the total number of dematerialized shares held with depositories.

p) Outstanding GDRs/ADRs/Warrant or any convertible instruments:

The Company has not issued any GDRs/ADRs, Warrants or any convertible instruments.

q) Commodity price risk or foreign exchange risk and hedging activities:

The Company monitors the price of key commodities closely and formulates the procurement strategies basis actual price movements / trends / projections in India. The Company has adequate governance structure of aligning and reviewing the procurement strategies in line with external and internal dynamics.

r) Address for Correspondence:

For queries relating to financial statements, please write to:

Ms. Amita Karnewar, Compliance Officer
Gowra Leasing & Finance Ltd.,
Regd.Off.: 501, 5th Floor, Gowra Grand, Behind Gowra Plaza,
1-8-384 & 385, S.P.Road, Begumpet, Secunderabad-500003.
Phone: 040-27843086 /27843091, Fax: 040- 27816817
Email: investors@gowraleasing.com

s) Website:

The Company's website <http://www.gowraleasing.com> contains comprehensive information about the Company and investor relations. The website provides all key information like Board of Directors, Financial Results, Annual Reports, Shareholding Pattern, Dividends, Fair Practices Code, Code of Conduct, Board Meetings, Investors' Desk, Forms for Mandate for NECS, Registration of Nominee name, Registration of e-mail ID, updation of address, details of Unpaid/unclaimed dividend, etc.

10. DISCLOSURES:**Related Party Transactions:**

During the year under review, the Company had not entered into any material transaction with any of its related parties. The Company has formulated a policy on materiality of Related Party Transactions and also dealing with Related Party Transactions. Transactions with related parties are disclosed at note no. 2.24 forming part of the financial statements.

Accounting Treatment

The financial statements of the Company are prepared in accordance with the provisions of the Companies Act, 2013 and the Accounting Standards issued by the Institute of Chartered Accountants of India.

Non Compliance:

There have not been any non-compliances, penalties or strictures imposed on the Company by any Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

Vigil mechanism & Whistle Blower Policy:

The Company has formulated a Whistle Blower Policy and Vigil Mechanism, with an aim to deter and detect misconduct and to ensure that genuine concerns of misconduct/unlawful conduct, which an individual believes may be taking place, are raised at an early stage in a responsible and confidential manner.

It is also affirmed that no member has been denied access to the Audit Committee.

Discretionary Requirements

The Company is complying with the following discretionary requirements prescribed under Schedule II Part E of the SEBI (LODR) Regulations, 2015:

1. Separate posts of Chairman and Managing Director: The Company already has separate persons to the post of Chairman and Managing Director. Shri. D. Suresh is the Non-Executive Chairman and Shri. Srinivas Gowra is the Managing Director.
2. Reporting of Internal Auditor: As per Audit Committee's terms of reference.

DECLARATION FOR CODE OF CONDUCT

As required under Part D of Schedule V of SEBI (LODR) Regulations, 2015, it is hereby declared that the Company has obtained confirmation from all the Board Members and Senior Management Personnel of the Company for the compliance of the Code of Conduct of the Company for the year ended on 31st March, 2016.

Date : 01-08-2016
Place : Secunderabad

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

ANNEXURE-VI

PARTICULARS OF EMPLOYEES:

Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
(Amount in Rs.)

Name of Director	Designation	Remuneration FY 15-16	Remuneration in FY 14-15	% of increase in remuneration	Ratio of remuneration to MRE	Ratio of remuneration to	
						Revenues FY 15-16	Net Profit FY 15-16
Executive Directors							
Mr. Gowra Srinivas	Managing Director	--	192000	--	--	0.014	0.034
Key Managerial Personnel							
Mr. A.V Rama Krishna Rao	Chief Financial Officer	871000	838500	3.8%	4.33	0.063	0.152
Mrs. Amita Karnewar	Company Secretary	31000	--	--	0.15	0.0022	0.0054

- 1) The Median Remuneration of the employees of the Company during the financial year was Rs. 200980 /- .
- 2) In the financial year, there was no increase in the median remuneration employees.
- 3) There are 7 (seven) permanent Employees on the Rolls of the Company as on 31st March, 2016.
- 4) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee.
- 5) It is hereby confirmed that the remuneration is as per the remuneration policy of the Company.



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e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FI's	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital	-	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-	-
2. Non-Institutions										
a) Bodies Corporate	2313	100	2413	0.08	3542	100	3642	0.12	50	
i) Indian	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
i) Individual Shareholders holding nominal share capital in upto of Rs. 2 Lakh*	287,064	890,815	1,177,879	39.26	292423	884615	1177038	39.23	-0.07	
ii) Individual Shareholders holding nominal share capital in excess of Rs. 2 Lakh*	-	-	-	-	-	-	-	-	-	-
c) Others	45	17,800	17,845	0.59	47	17,800	17847	0.60	1.69	
Sub-Total (B)(2)	289,422	908,715	1,198,137	39.93	296,012	902,515	1,198,527	39.95	0.05	
Total Public Shareholding(B)=(B)(1)+(B)(2)	289,422	908,715	1,198,137	39.93	296,012	902,515	1,198,527	39.95	0.05	
C. Shares held by Custodians for ADR's & GDR's	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2,067,485	932,815	3,000,300	100.00	2,074,085	926,215	3,000,300	100.00	0.00	

(ii) Shareholding of Promoters:

S No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	
1	Gowra Petrochem Private Ltd.	547,900	18.26%	-	547,900	18.26%	-	0.0
2	Srinivas Gowra	126,153	4.20%	-	126,153	4.20%	-	0.2
3	Lakshmi Narayana Gowra	101,100	3.37%	-	101,100	3.37%	-	0.0
4	Ramadevi Lakshminarayana Gowra	83,300	2.78%	-	83,300	2.78%	-	0.0
5	G S Raja Gopal	77,800	2.59%	-	77,800	2.59%	-	0.0
6	Subbaram Lakshminarayana Gowra	73,800	2.46%	-	73,800	2.46%	-	0.0
7	Aditya Srinivas Gowra	79,644	2.65%	-	79,644	2.65%	-	0.0
8	Ramesh Babu Gowra Subbarayasetty	69,700	2.32%	-	69,700	2.32%	-	0.0
9	Arvind Lakshmi Narayana Gowra	69,200	2.31%	-	69,200	2.31%	-	0.0
10	Sabitha Srinivas Gowra	66,800	2.23%	-	66,810	2.23%	-	0.0
11	Gowra Anil Kumar	54,300	1.81%	-	54,300	1.81%	-	4.02
12	G S Ramesh Babu	50,032	1.67%	-	50,032	1.67%	-	-3.8
13	Subbaraj Srinivas Gowra	49,600	1.65%	-	49,600	1.65%	-	0.0
14	Nagarjuna Srinivas Gowra	46,900	1.56%	-	46,900	1.56%	-	0.0
15	G Roja	42,300	1.41%	-	42,300	1.41%	-	0.0
16	Gowra Venkata Ratnam	36,600	1.22%	-	36,600	1.22%	-	0.0
17	Soma Sri Harsha	36,300	1.21%	-	36,300	1.21%	-	0.0
18	G L Prasad	20,100	0.67%	-	20,100	0.67%	-	0.0
19	G S Rajagopal	15,200	0.51%	-	15,200	0.51%	-	0.0
20	Gowra Rajgopal Nirmala	15,000	0.50%	-	15,000	0.50%	-	0.0
21	Soma Vijaya Laxmi	13,000	0.43%	-	13,000	0.43%	-	0.0
22	Gowra Ramanjaneyulu	11,500	0.38%	-	12,700	0.42%	-	0.0
23	Surya Prakash Gowra	9,600	0.32%	-	9,600	0.32%	-	0.0



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24	Soma Manorama	9,000	0.30%	-	9,000	0.30%	-	0.0
25	Soma Pradyumna	8,500	0.28%	-	8,500	0.28%	-	0.0
26	Smitha Shankar	7,500	0.25%	-	7,500	0.25%	-	0.0
27	Shalini Nagaraj	7,300	0.24%	-	7,300	0.24%	-	0.0
28	Gowra Radha	7,100	0.24%	-	7,100	0.24%	-	0.0
30	Nanda Gowra	6,500	0.22%	-	6,500	0.22%	-	0.0
31	Soma Sudheer	5,500	0.18%	-	5,500	0.18%	-	0.0
32	G.R. Leelavathamma	9,000	0.30%	-	9,000	0.30%	-	0.0
33	Rekha Subba Raj Gowra	4,900	0.16%	-	4,900	0.16%	-	0.0
34	Gowra Mohan Kumar	4,700	0.16%	-	4,700	0.16%	-	0.0
35	G.L.Prasad, Partner, G.P.C.	4,400	0.15%	-	4,400	0.15%	-	0.0
36	Soma Prashant	4,000	0.13%	-	4,000	0.13%	-	0.0
37	Kanathi Nagarjun Gowra	3,658	0.12%	-	3,658	0.12%	-	0.0
38	S.R.Srinivas	3,346	0.11%	-	3,346	0.11%	-	0.0
39	Ashok Kumar Gowra	3,000	0.10%	-	3,000	0.10%	-	0.0
40	Soma Dayanand	3,000	0.10%	-	3,000	0.10%	-	0.0
41	Gowra Srinivas	2,845	0.09%	-	2,845	0.09%	-	0.0
42	S. R. Sripad Raj	2,485	0.08%	-	2,485	0.08%	-	0.0
43	Raghunath Vijaya Lakshmi Shamnur	1,500	0.05%	-	1,500	0.05%	-	0.0
44	Soma Nithya	1,500	0.05%	-	1,500	0.05%	-	0.0
45	Soma Ranjini	1,500	0.05%	-	1,500	0.05%	-	0.0
46	Pallavi Prabhakar	1,500	0.05%	-	1,500	0.05%	-	0.0
47	Kastubha S.R	1,500	0.05%	-	1,500	0.05%	-	0.0
48	Gowra Yashodamma	1,200	0.04%	-	-	-	-	-
49	Gowra M Shantha	500	0.02%	-	500	0.02%	-	0.0
50	Ramanjaneyulu G	400	0.01%	-	-	-	-	-
	Total	1,802,163	60.07%	-	1,801,773	60.05%	-	-0.03

(iii) Change in Promoters' Shareholding

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
Shri. Gowra Ramanjaneyulu					
1	At the beginning of the year	11,500	0.38	12,700	0.42
2	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease)		-	1200	-
3	At the end of the year	11,500	0.38	12,700	0.42
Shri. Gowra Yashodamma					
1	At the beginning of the year	1200	0.04	1200	0.04
2	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease)	-	-	-1200	-
3	At the end of the year	1200	0.04	-	-

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1 Venkata Rao Buragadda (Folio No.0001182)					
	At the beginning of the year	17100	0.57	17100	0.57
	Date wise Increase / Decrease in Shareholding during the year (specifying the reasons for increase/decrease)		-	-	-
	At the end of the year			17100	0.57
2 Navin Musthiala (Folio No.0002088)					
	At the Beginning of the year	15300	0.51	15300	0.51
	Date wise Increase / Decrease in Shareholding during the year (specifying the reasons for increase/decrease)	-	-	-	-
	At the end of the year			15300	0.51
3 Gelivi Srinivasa Kalyana Chakravarty (DP/Client ID IN301022 20052134)					
	At the beginning of the year	10260	0.35	12480	0.42

	Date wise Increase / Decrease in Shareholding during the year (specifying the reasons for increase/decrease	+ 2220	+0.07	-	-
	At the end of the year	12480	0.42	12000	0.40
4	Naresh B S (Folio No.0002042)				
	At the beginning of the year	12000	0.40	12000	0.40
	Date wise Increase / Decrease in Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			12000	0.40
5	A Hanumantha Reddy (Folio No.0002008)				
	At the beginning of the year	12000	0.40	12000	0.40
	Date wise Increase / Decrease in Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			12000	0.40
6	M.Aravind Babu (Folio No.0002011)				
	At the beginning of the year	12000	0.40	12000	0.40
	Date wise Increase / Decrease in Shareholding during the year (specifying the reasons for increase/decrease				
	At the end of the year			11760	0.39
7	R Meera (Folio No.0002012)	11600	0.39	11600	0.39
	Date wise Increase / Decrease in Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			11600	0.39
8.	P Chandra Sekhar (Folio No.0002013)				
	At the beginning of the year	11000	0.37	11000	0.37
	Date wise Increase / Decrease in Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			11000	0.37
9.	A Siva Lakshmi (Folio No.0002009)				
	At the beginning of the year	11000	0.37	11000	0.37
	Date wise Increase / Decrease in Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			11000	0.37
10.	R Ajay Kumar (Folio No.0002010)				
	At the beginning of the year	11000	0.37	11000	0.37
	Date wise Increase / Decrease in Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			11000	0.37

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Shri. Lakshmi Prasad Gowra				
	At the beginning of the year	20100	0.67	20100	0.67
	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			20100	0.67
2	Shri. Suresh Dwarkadas				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			-	-
3	Shri. Srinivas Gowra				
	At the beginning of the year	1,25,959	4.20	1,25,959	4.20



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GOWRA
LEASING &
FINANCE
LIMITED

	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease	194	-	1,26,153	4.20
	At the end of the year			1,26,153	4.20
4.	Shri. Lakshminarayana Gowra				
	At the beginning of the year	101,100	3.37	101,100	3.37
	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			101,100	3.37
5	Shri. Surendranath Tumbalam Gooty				
	At the beginning of the year	500	0.02	500	0.02
	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			500	0.02
6.	Shri. Mohan Kumar Jayamadeppa				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			-	-
7.	Shri. Dayanand Soma				
	At the beginning of the year	3,000	0.10	3,000	0.10
	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease	-	-	-	-
	At the end of the year			3,000	0.10
8.	Shri. Surya Prakash Gowra				
	At the beginning of the year	9,600	0.32	9,600	0.32
	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease	-	-	-	-
	At the end of the year			9,600	0.32
9	Shri. Shankar Tilak				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year			-	-
10	Smt. Madhumathi Suresh				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year	-	-	-	-
11	Shri. Alamuru Venkata Rama Krishna Rao				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year	-	-	-	-
12	Smt. Amita Karnewar				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year (specifying the reasons for increase/decrease			-	-
	At the end of the year	-	-	-	-

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment – NIL

	Secured Loans Excluding Deposits (Rs.)	Loans Deposits	Unsecured Loans (Rs.)	Deposits (Rs.)	Total Indebtedness (Rs.)
Indebtedness at the beginning of the financial year					
i) Principal Amount					
ii) Interest due but not paid					
iii) Interest accrued but not due					
Total (i+ii+iii)			NIL		
Changes in Indebtedness during the year					
i) Addition					
ii) Reduction					
Net Change					
Indebtedness at the end of the financial year					
i) Principal Amount					
ii) Interest due but not paid					
iii) Interest accrued but not due					
Total (i+ii+iii)					

VI. Remuneration To Directors And Key Managerial Personnel:

A. Remuneration to Managing Director, Whole-Time Director and/or Manager:

S. No.	Particulars of Remuneration	Name		Total Amount (Rs.)
		Shri. Gowra Srinivas (Rs.)		
1	Gross salary		--	--
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option		--	--
3	Sweat Equity Shares		--	--
4	Commission		--	--
	- as %			
	-others			
5	Others		7500	7500
	Total (A)		7500	7500
	Ceiling as per the Act		Rs.8,35,007/- (being 10% of the net profit of the company calculated as per Section 198 of the Companies Act, 2013)	

B. Remuneration to other Directors:

(Amount in Rs.)

S. No	Particulars of Remuneration	Name of Director								Total Amount
		Shri. D Suresh	Shri. T Shankar	Shri. T G Surendranath	Shri. J A Mohan Kumar	Shri. Lakshmi-narayana Gowra	Shri. Soma Dayanand	Shri. Gowra Surya Prakash	Smt. Madhumathi Suresh	
1	Independent Directors									
	•Fee for attending Board Committee Meetings	22500	15000	22500	17500				10000	87500
	•Commission									
	•Others	22500	15000	22500	17500				10000	87500

	Total (1)									
2	Other Non-Executive Directors									
	*Fee for attending Board Committee Meetings				7500	12500	20000		10000	50000
	*Commission									
	*Others									
	Total (2)				7500	12500	20000		10000	50000
	Total (B)(1)+(2)									137500
	Total Managerial Remuneration (A+B)									145000
	Overall Ceiling as per the Act				Rs. 83,500/- (being 1% of the net profit of the company calculated as per Section 198 of the Companies Act, 2013)					

C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD

(Amount in Rs.)

S.No.	Particulars of Remuneration	Name of Key Managerial Person		Total Amount
		Mr. A V Rama Krishna Rao, GM (Finance)/CFO	Mrs. Amita Karnewar Company Secretary	
1	Gross salary	783250	31000	814250
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity Shares			
4	Commission			
	- as %			
	-others			
5	Others	87750	--	87750
		871000	31000	902000
	Total			

VII. Penalties /Punishment/Compounding of offences: Nil

Type	Section of The Companies Act	Brief Description	Details of Authority		Appeals Made
			Penalty/Punishment/ Compounding of Fees Imposed	[RD/NCLT/Court]	
A. COMPANY					
i) Penalty					
ii) Punishment					
iii) Compounding					
B. DIRECTORS					
i) Penalty				NIL	
ii) Punishment					
iii) Compounding					
C. OTHER OFFICERS IN DEFAULT					
i) Penalty					
ii) Punishment					
iii) Compounding					

**CERTIFICATION BY MD & CFO OF THE COMPANY**

(Regulation 17(8) of SEBI (LODR) Regulations, 2015 read with PART B of Schedule II)

We, Gowra Srinivas, Managing Director and Alamuru Venkata Rama Krishna Rao, Chief Financial Officer of Gowra Leasing & Finance Limited, to the best of our knowledge and belief certify that :

1. We have reviewed the Balance Sheet, Statement of Profit and Loss, its notes to the accounts and Cash Flow Statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief :
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company and are in compliance with existing accounting standards, applicable laws and regulations.
2. We also certify that, based on our knowledge and the information provided to us, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee :
 - a) significant changes in internal control during the year;
 - b) significant changes in accounting policies during the year and that the same have been disclosed in notes to the financial statements; and
 - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

Date : 01-08-2016
Place : Secunderabad

Sd/-
(Gowra Srinivas)
Managing Director
(DIN : 00286986)

Sd/-
(Alamuru Venkata Rama Krishna Rao)
(Chief Financial Officer)

COMPLIANCE CERTIFICATE FROM AUDITORS REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

[Regulation 34(3) of SEBI (LODR), 2015]

To
The Members
Gowra Leasing & Finance Limited.

We have examined the compliance of conditions of Corporate Governance by **Gowra Leasing & Finance Limited** for the year ended March 31, 2016, as stipulated in Part E of Schedule V of SEBI (LODR) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the effectiveness with which the management has conducted the affairs of the Company.

Date : 01-08-2016
Place: Secunderabad

For Dagliya & Co.
Chartered Accountants,
Sd/-
(Jitendra Kumar Jain)
Partner
M.No.18398

Balance Sheet as at 31st March, 2016

Particulars	Note	31 st March 2016	31 st March 2015
		Rs.	Rs.
<u>EQUITY AND LIABILITIES</u>			
<u>Shareholders' funds</u>			
Share capital		300,03,000	300,03,000
Reserves and surplus	2.2	841,01,792	819,91,829
<u>Non-Current Liabilities</u>			
Other long term liabilities	2.3	29,14,050	29,14,050
Long term provisions	2.4	3,11,301	2,64,858
<u>Current liabilities</u>			
Other current liabilities	2.5	2,48,007	6,77,045
Short term provisions	2.6	46,50,951	40,22,480
		1222,29,101	1198,73,262
<u>ASSETS</u>			
<u>Non current assets</u>			
Fixed assets			
- Tangible assets	2.7	112,39,223	435,20,657
Non Current investments	2.8	2,19,946	2,19,946
Other Non Current Assets	2.9	505,95,400	
Deferred tax assets (net)	2.10	68,69,419	66,93,478
<u>Current assets</u>			
Trade receivables	2.11	514,52,661	605,54,723
Cash and cash equivalents	2.12	3,41,826	74,21,379
Short term loan and advances	2.13	15,10,626	14,63,079
		1222,29,101	1198,73,262

Significant accounting policies & Notes to accounts

1 & 2

As per our report attached.

For Dagliya & Co.
Chartered Accountants
Firm registration No.671S

Sd/-
(Mayank Jain)
Partner
Membership No.225914

Place: Secunderabad
Date: 19 May, 2016

For Gowra Leasing & Finance Limited

Sd/-
(Gowra Srinivas)
Managing Director
DIN : 00286986

Sd/-
(G L Prasad)
Director
DIN:00268271

Sd/-
(Amita Karnewar)
Company Secretary

Sd/-
(A V Rama Krishna Rao)
CFO

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2016

Particulars	Note	31 st March 2016	31 st March 2015
		Rs.	Rs.
<u>Revenue from operations</u>			
Interest	2.14	128,91,450	133,82,779
Other Income	2.15	8,27,912	6,03,734
Total Revenue		137,19,362	139,86,513
Expenses			
Employee benefits expense	2.16	22,85,812	23,33,610
Finance costs	2.17	47,934	50,455
Depreciation	2.7	27,440	31,122
Other expenses	2.18	30,08,104	76,89,577
Total expenses		53,69,290	101,04,764
Profit / (Loss) before tax		83,50,072	38,81,749
<u>Tax Expenses</u>			
1. Current tax	2.19	28,04,949	20,87,480
2. Deferred tax	2.10	(1,75,941)	(8,83,945)
Profit / (Loss) for the period		57,21,064	26,78,214
Earning per equity share		1.91	0.89
Number of shares used in computing earnings per share		30,00,300	30,00,300

Significant accounting policies & Notes to accounts

1 & 2

As per our report attached.

For Dagliya & Co.
Chartered Accountants
Firm registration No.671S

Sd/-
(Mayank Jain)
Partner
Membership No.225914

Place: Secunderabad
Date: 19 May, 2016

For Gowra Leasing & Finance Limited

Sd/-
(Gowra Srinivas)
Managing Director
DIN : 00286986

Sd/-
(G L Prasad)
Director
DIN:00268271

Sd/-
(Amita Karnewar)
Company Secretary

Sd/-
(A V Rama Krishna Rao)
CFO

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Sr. No.	Particulars	Amount in Rs.	
		31.03.2016	31.03.2015
A.	CASH FLOW FROM OPERATING ACTIVITIES		
1	Net Profit/(Loss) before Tax and Extraordinary Items	83,50,072	38,81,749
2	<u>Adjustments for:</u>		
	- NPA Provision (Decreased) / Increased	5,31,455	28,68,128
	- Contingent Provisions against Standard Assets (Decreased) / Increased	21,280	(35,335)
	- Diminution in value of assets provision	-	18,310
	- Depreciation	27,440	31,122
	- Dividend received	(26,458)	7,828
	- Gratuity Provision	46,443	42,404
		6,00,160	29,32,457
	Operating Profit before Working Capital Changes	89,50,232	68,14,206
3	<u>Adjustments For</u>		
	- (Increase) / Decrease in Trade Receivable	85,70,607	83,34,074
	- (Increase) / Decrease in Short term loans & advances	(47,547)	(4,95,102)
	- (Increase) / Decrease in Other Current Assets		
	- Increase / (Decrease) in Other Current Liabilities	(4,29,038)	5,08,330
	Direct Taxes Paid (Net)	170,44,254	151,61,508
		(22,98,658)	(25,46,708)
	Net Cash from Operating Activities	147,45,596	126,14,800
B.	<u>Cash Flow from Investing Activities</u>		
	(Purchase)/ Sale of Fixed Assets	322,53,994	(24,00,000)
	Dividends	26,458	(7,828)
	(Increase) / Decrease in Non-Current Investments	-	-
	Net Cash from Investments Activities	322,80,452	(24,07,828)
C.	<u>Cash Flow Financing Activities</u>		
	Borrowing/repayment of Long Term Borrowings	(505,95,400)	-
	Dividend Paid	(30,00,300)	(30,00,300)
	Dividend Tax Paid	(5,09,901)	(5,09,901)
	Net Cash from Financing Activities	(541,05,601)	(35,10,201)
	Net Charge in Cash & Cash Equivalent (A+B+C)	(70,79,553)	66,96,771
	Opening Cash and Bank Balance	74,21,379	7,24,608
	Closing Cash and Bank Balance	3,41,826	74,21,379
	Note:		
	(i) Figures in brackets are outflows		
	(ii) Previous Year's figures have been re-grouped wherever deemed necessary		

As per our report of even date.

For Gowra Leasing & Finance Limited

For Dagliya & Co.
Chartered Accountants
Firm registration No.671S
Sd/-
(Mayank Jain)
Partner
Membership No.225914

Sd/-
(Gowra Srinivas)
Managing Director
DIN : 00286986

Sd/-
(G L Prasad)
Director
DIN:00268271

Sd/-
(Amita Karnewar)
Company Secretary

Sd/-
(A V Rama Krishna Rao)
CFO

Place: Secunderabad
Date: 19 May, 2016

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

i. Method of Accounting

- a. The Financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and provisions of the Companies Act, 2013.
- b. The company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

The Company complies in all material respects, with the prudential norms relating to income recognition, asset classification and provisioning for bad and doubtful debts and other matters, specified in the directions issued by the Reserve Bank of India in terms of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, as applicable to it.

ii. Fixed Assets

Fixed Assets are stated at cost, less accumulated depreciation and impairment loss, if any. All costs which are incidental to the acquisition/installation of the fixed assets are capitalized.

- a. **Intangible Assets:** Intangible assets are stated at cost of acquisition less accumulated amortization and accumulated impairment loss, if any. Intangible assets are amortised over their estimated useful lives subject to a maximum period of five years on straight line basis, commencing from the date asset is available for its use.
- b. **Depreciation:** Depreciation on fixed assets is provided on straight line method at the rates and in the manner as specified in Schedule II of the Companies Act, 2013.

iii. Impairment of Assets

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than the carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

iv. Income Recognition

1. Interest is recognized when no significant uncertainty as to its realization exists.
2. Income from services is recognized as they are rendered based on agreements/arrangements with concerned parties.
3. Dividend Income on Investments is accounted for when the right to receive the income is established.

v. Employee Benefits:

- a. **Defined Contribution Plans:** The company has defined contribution plans for employees, comprising of Government administered Employees Provident Fund. The contribution paid/payable to this plan during the year is charged to the Profit & Loss Account for the year. There are no other obligations other than the contribution payable to P.F.

b. Defined Benefit Plans:

Gratuity: Provision for gratuity is made on accrual basis, on the basis of completed years of service as prescribed under the payment of Gratuity Act.

c. Short term Employee Benefits:

All Employee benefits which are wholly due within twelve months of rendering the services are recognised in the period in which the employee rendered the related services.

vi. Investments

Investments are held for Long Term and are stated at cost. However diminution in the value of investments is provided to recognize a decline other than temporary in nature in the opinion of the management.

vii. Taxation

Provision for current tax is made on the basis of tax payable in respect of taxable income for the period in accordance with the provisions of the Income Tax Act, 1961. The deferred tax is calculated for timing difference between the book profit and tax profit for the year which is accounted for using the tax rates and tax laws that have been enacted or substantively enacted as at the Balance Sheet date. Deferred Tax Asset arising from the timing difference is recognized to the extent that there is virtual certainty that the asset will be realized in future.

viii. Provisions, Contingent Liabilities and Contingent Assets

The company creates a provision when there is a present obligation as a result of past events and it is probable that there will be outflow of resources and a reliable estimate of the obligation can be made of the amount of the obligation.

Contingent liabilities are not recognised but are disclosed in the notes to the financial statements. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed. Contingent assets are neither recognised nor disclosed in the financial statements.



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2. Notes on accounts

2.1 Share Capital

Particulars	As at	As at
	31 March 2016 Rs.	31 March 2015 Rs.
Authorised Equity shares 50,00,000 (previous year 50,00,000) of Rs.10 each	50,000,000	50,000,000
	50,000,000	50,000,000
Issued Equity shares 30,00,300 (previous year 30,00,300) of Rs. 10 each	30,003,000	30,003,000
	30,003,000	30,003,000
Subscribed and fully Paid up Equity shares 30,00,300 (previous year 30,00,300) of Rs.10 fully paid up	30,003,000	30,003,000
Grand total	30,003,000	30,003,000

The reconciliation of the number of equity shares outstanding is set out below :

Particulars	As at 31 March 2016	As at 31 March 2015
	Number	Number
Shares outstanding at the beginning of the year	3,000,300	3,000,300
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	3,000,300	3,000,300

The details of shareholders holding more than 5% equity shares are set below :

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Gowra Petrochem Private Limited	547,900	18.26%	547,900	18.26%

2.2 Reserves and Surplus

Particulars	As at 31 March 2016	As at 31 March 2015
	Rs.	Rs.
General Reserve		
Balance at the beginning of the accounting period	3,799,609	3,799,609
Add: Profit/ (Loss) for the year	-	-
Less: Amount utilised	-	-
Balance at the end of accounting period	3,799,609	3,799,609
Statutory Reserve		
Balance at the beginning of the accounting period	28,889,491	28,353,848
Add: Amount transferred from P&L A/c	1,144,213	535,643
Less: Amount utilised	-	-
Balance at the end of accounting period	30,033,704	28,889,491
Surplus / (deficit) balance in the statement of profit and loss		
Balance at the beginning of the accounting period	49,302,729	50,674,481
Add: Amount transferred from P & L a/c	5,721,064	2,678,214
Less: Amount utilised		
- Dividend	3,000,300	3,000,300
- Dividend distribution tax	610,801	509,901
- Transfer to general reserve	-	-
- Depreciation adjustment	-	4,122
- Transfer to statutory reserve	1,144,213	535,643
Balance at the end of accounting period	50,268,479	49,302,729
	84,101,792	81,991,829

Particulars	As at 31 March 2016	As at 31 March 2015
	Rs.	Rs.
2.3 Long Term Borrowings		
Rent deposit	54,000	54,000
Others	2,860,050	2,860,050
	2,914,050	2,914,050
2.4 Long Term Provisions		
Provision for gratuity	311,301	264,858
	311,301	264,858
2.5 Other Current Liabilities		
Statutory dues payable	41,938	9,288
Expenses payable	88,000	82,584
Other current liabilities	118,069	585,173
	248,007	677,045
2.6 Short Term Provisions		
Contingent Provisions against Standard Assets	148,837	127,557
Current Year's Taxes Payable(net of Advance Tax)	506,291	-
Previous Year's Taxes Payable(net of Advance Tax)	384,722	384,722
Proposed Dividend	3,000,300	3,000,300
Provision for Dividend Tax	610,801	509,901
	4,650,951	4,022,480

2.7 Fixed Assets

Fixed Assets	Gross Block				Accumulated Depreciation			Net block		
	As at 1 April 2015	Additions	Deletions	As at 31 March 2016	As at 1 April 2015	Adjustments	Depreciation charge for the year	As at 31 March 2016	As at 31 March 2016	As at 31 March 2015
	Rs.	Rs.	(Rs.)	Rs.	Rs.		Rs.	Rs.	Rs.	Rs.
Owned Tangible Assets										
Land	40,209,175	-	30,000,000	10,209,175	-	-	-	-	10,209,175	40,209,175
Flat	1,094,741			1,094,741	271,701		17,844	289,545	805,196	823,040
Flat 2	2,400,000		2,400,000	-	-		-	-	-	-
Furniture & Fixtures	602,680			602,680	577,636			577,636	25,044	25,044
Office Equipments	159,889			159,889	149,948		1,946	151,894	7,995	9,941
Computers	127,155			127,155	120,797			120,797	6,358	6,358
Two Wheeler	77,247			77,247	31,117		7,574	38,691	38,556	46,130
Printers	19,400			19,400	18,430		-	18,430	970	970
A	44,690,287	-	32,400,000	12,290,287	1,169,630	-	27,364	1,196,994	11,093,293	41,120,657
Intangible Assets										
Computer Software	87,750	146,006		233,756	87,750		76	87,826	145,930	-
B	87,750	146,006	-	233,756	87,750	-	76	87,826	145,930	-
Grand Total (A+B)	44,778,037	146,006	32,400,000	12,524,043	1,257,380	-	27,440	1,284,820	11,239,223	41,120,657
Previous Year	42,378,037	2,400,000		44,778,037	1,222,136	4,122	31,122	1,257,380	43,520,657	

Note: Rs.3,00,00,000/- deletion from Land is due to transfer of land which was recovered from non performing advances from fixed asset to other non current asset.



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2.8 Non Current Investments

Particulars	As at 31 st March 2016	As at 31 st March 2015
	Rs.	Rs.
Quoted		
Jaysynth Dyechem Ltd	-	-
100 Equity Shares of Rs.10/- each fully paid up		
SIRIS Limited	27,500	27,500
100 Equity Shares of Rs.10/- each fully paid up		
Jayaswals Neco Limited	16,000	16,000
200 Equity Shares of Rs.10/- each fully paid up		
Finolex Industries Limited	11,616	11,616
100 Equity Shares of Rs.10/- each fully paid up		
Glenmark Pharmaceuticals Limited	20,000	20,000
1000 Equity Shares of Rs.1/- each fully paid up		
Pertech Computer Limited	-	-
100 Equity Shares of Rs.10/- each fully paid up		
Jolly Rides Limited	-	-
9,990 Equity Shares of Rs.10/- each fully paid up		
Andhra Bank Limited	95,850	95,850
1065 Equity Shares of Rs.10/- each fully paid up		
Entertainment Network India Limited	6,480	6,480
40 Equity Shares of Rs.10/- each fully paid up		
	177,446	177,446
Less: Provision for diminution in value of investments (Aggregate market value Rs. 9.35 lakhs (p.y Rs. 6.89 lakhs)	27,500	27,500
	149,946	149,946
Unquoted		
DHFL Vysya Bank Housing Fin. Limited	70,000	70,000
2000 Equity Shares of Rs.10/- each fully paid up		
	219,946	219,946

2.9 Other Non-Current Assets

Assets recovered from Non Performing Advances	50,595,400	-
	50,595,400	-

2.10 Deferred Tax Assets (Net)

Deferred tax assets relating to -		
- Fixed assets	194,454	203,660
- Provision for gratuity	100,320	85,969
- Provision for Non Performing assets	6,524,980	6,360,760
- Contingent provision on standard assets	49,665	43,089
	6,869,419	6,693,478

2.11 Trade receivables

(Unsecured and considered good)

a) Outstanding for more than six months (Unsecured and considered doubtful)	18,526,049	17,806,654
b) Outstanding for more than six months (Secured and considered doubtful) Less: Provision for Doubtful debts	3,680,538	3,680,538
	20,366,318	19,046,923
	1,840,269	2,440,269
c) Outstanding for more than six months (Unsecured and considered Sub-standard)	-	3,879,395
d) Outstanding for more than six months (Secured and considered Sub-standard)	-	4,000,000
e) Other Debts (Unsecured and Considered Good)	17,743,740	75,008
f) Other Debts (Secured and Considered Good)	31,868,652	50,947,991
	51,452,661	61,342,663
Less : Provision for non-performing assets and doubtful debts	-	787,940
	51,452,661	60,554,723



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2.12 Cash and cash equivalents

Particulars	As at 31 March 2016	As at 31 March 2015
	Rs.	Rs.
Cash on hand	213,327	355,250
Balance with banks	128,499	461,998
Fixed deposits with banks	-	6,604,131
	341,826	7,421,379

2.13 Short term loans and advances
(Unsecured and considered good)

Staff advances	285,838	490,834
Income tax receivable	1,191,038	972,245
Rent Receivable	33,750	-
	1,510,626	1,463,079

2.14 Revenue from Operations

Interest income	12,372,045	12,872,650
Interest from FDR	519,405	510,129
	12,891,450	13,382,779

2.15 Other Income

Dividend Income	26,458	7,828
Cheque Return Charges	35,000	34,621
Miscellaneous Receipts	567,104	253,000
Processing Charges	20,000	115,000
Recoveries of Bad Debts	70,000	-
Rent Received	109,350	157,950
Contingent provision against standard assets	-	35,335
	827,912	603,734

2.16 Employee benefits expense

Salaries & Allowances	1,985,875	1,729,200
Contribution to Provident Fund	80,656	63,693
Staff Welfare Expenses	4,238	8,363
Professional Tax	10,750	8,600
Gratuity	46,443	42,404
Directors Remuneration	-	314,500
Bonus	157,850	166,850
	2,285,812	2,333,610

2.17 Finance Cost

Bank charges	47,934	50,455
	47,934	50,455

2.18 Other expenses

Advertisement Expenses	45,976	50,080
Auditor's Remuneration	60,393	58,427
Directors Sitting Fees	145,000	135,000
Legal & Professional Charges	699,562	325,352
Miscellaneous Expenses	253,403	283,693
Postage, Telephones & Internet Charges	111,548	132,770
Printing & Stationery	53,526	37,280
Provision for Non Performing Assets and Doubtful Debts	531,455	2,868,128
Bad debts written off	-	2,760,081
Contingent provision for standard assets	21,280	-
Rates & Taxes	127,475	83,150
Rent	430,392	424,608
Repairs & Maintenance	73,937	78,524
Donations	5,000	-
Service Tax	69,136	24,102
Subscription	27,260	19,982
Travelling & Conveyance Expenses	336,861	393,815
Vehicle Maintenance	15,900	14,585
	3,008,104	7,689,577

2.19 Current Tax

Particulars	For the year ended 31 March 2016 (Rs.)	For the year ended 31 March 2015 (Rs.)
Provision for tax	2,804,949	2,087,480
Tax of previous year	-	-
	2,804,949	2,087,480

Notes to and forming part of accounts for the year ended 31-03-2016

2.20 Contingent liabilities not provided for: Nil (p.y nil)

2.21 Break up of Auditor's Remuneration

	<u>For the year ended 31.03.2016</u>	<u>For the year ended 31.03.2015</u>
1. Audit Fee	40649	39326
2. Tax Audit Fees	<u>19744</u>	<u>19101</u>
	<u>60393</u>	<u>58427</u>

2.22 Directors' Remuneration:

	<u>For the year ended 31.03.2016</u>	<u>For the year ended 31.03.2015</u>
1. Remuneration to Managing Director	-	1,92,000
2. Remuneration to Whole time Director	-	<u>1,22,500</u>
	-	<u>3,14,500</u>
3. Directors' Sitting Fee	<u>1,45,000</u>	<u>1,35,000</u>

2.23 The company does not have any non cancellable lease arrangements. Office premises are taken on operating lease and such lease rentals are charged to revenue on accrual basis.

2.24 Related Party Disclosures:

Disclosures as required by the Accounting Standard (AS-18)

"Related party disclosures are given below:

1. Names of related parties and description of the relationship

- | | | |
|--|---|---|
| a. Associates | : | 1. M/s Vaishnavi Corporation
2. Gowra Petrochem Private Limited |
| b. Key Management Personnel | : | 1. Shri G.Srinivas – Managing Director
2. Shri G.L.Prasad – Director
3. Shri D Suresh – Director
4. Shri T Shankar – Director
5. Shri G.Lakshminarayana – Director
6. Shri T G Surendranath – Director
7. Shri S Dayanand – Director
8. Shri G Suryaprakash – Director
9. Shri J A Mohan Kumar – Director
10. Smt. Madhumathi Suresh – Director
11. Shri A V Rama Krishna Rao - CFO |
| c. Relatives of key Management Personnel | : | 1. Smt G.S.Sabitha
2. Shri G L Subbaram
3. Smt G L Ramadevi |

2. Related Party Transactions:

Nature of Transactions	Associates	Key Management Personnel	Relatives of Key Management Personnel	Total
Rent Paid				
- Shri G Srinivas		1,07,598 (1,06,152)		1,07,598 (1,06,152)
- Smt G L Ramadevi			1,07,598 (1,06,152)	1,07,598 (1,06,152)
- Shri G L Subbaram			1,07,598 (1,06,152)	1,07,598 (1,06,152)
- Smt G S Sabitha			1,07,598 (1,06,152)	1,07,598 (1,06,152)
Total	- (-)	1,07,598 (1,06,152)	3,22,794 (3,18,456)	4,30,392 (4,24,608)

Remuneration paid to Directors				
- Shri G Srinivas		-	-	-
		(1,92,000)		(1,92,000)
- Shri G.L.Prasad		-	-	-
		(1,22,500)		(1,22,500)
Remuneration paid to CFO		7,83,250	-	7,83,250
Total	-	7,83,250	-	7,83,250
		(3,14,500)		(3,14,500)
Director's Sitting Fees				
- Shri G.Laxminarayana		7,500		7,500
		(15,000)		(15,000)
- Shri G Suryaprakash		20,000		20,000
		(22,500)		(22,500)
- Shri G L Prasad		10,000		10,000
		(-)		(-)
-Shri G Srinivas		7,500		7,500
		(-)		(-)
-Shri D Suresh		22,500		22,500
		(15,000)		(15,000)
-Shri T.Shankar		15,000		15,000
		(20,000)		(20,000)
-Shri T.G.Surendranath		22,500		22,500
		(12,500)		(12,500)
-Shri S.Dayanand		12,500		12,500
		(15,000)		(15,000)
-Shri J.A.Mohan Kumar		17,500		17,500
		(25,000)		(25,000)
-Smt. Madhumathi Suresh		10,000		10,000
		(-)		(-)
Total	-	1,45,500		1,45,000
		(1,25,000)		(1,25,500)
Loan given				
- Gowra Petrochem P Ltd	5,09,902			5,09,902
	(2,00,00,000)			(2,00,00,000)
Loan repaid				
- Gowra Petrochem P Ltd	5,09,902			5,09,902
	(2,00,00,000)			(2,00,00,000)
Maximum Balance				
- Gowra Petrochem P Ltd	5,09,902			5,09,902
	(2,01,62,740)			(2,01,62,740)
Loan taken				
- Gowra Petrochem P Ltd	22,93,443			22,93,443
	(4,00,000)			(4,00,000)
- Shri G Srinivas		6,00,000		6,00,000
		(-)		(-)
- Shri G Lakshminarayana			7,500	7,500
			(4,00,000)	(4,00,000)
Total	22,93,443	6,00,000	7,500	29,00,943
	(4,00,000)	(-)	(4,00,000)	(8,00,000)
Loan repaid				
Gowra Petrochem P Ltd	22,93,443			22,93,443
	(4,00,000)			(4,00,000)
- Shri G Srinivas		6,00,000		6,00,000
		(-)		(-)
- Shri G lakshminarayana			-	-
			(4,00,000)	(4,00,000)
Total	22,93,443	6,00,000	-	28,93,443
	(4,00,000)	(-)	(4,00,000)	(8,00,000)



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Maximum balance				
- Gowra Petrochem P Ltd	2,00,000 (4,00,000)			2,00,000 (4,00,000)
- Shri G Srinivas		5,00,000 (-)		5,00,000 (-)
- Shri G Lakshminarayana			- (4,00,000)	- (4,00,000)
Total	2,00,000 (4,00,000)	5,00,000 (-)	7,500 (4,00,000)	7,00,000 (8,00,000)

* Figures in brackets represent previous year's figures.

- 2.25 Segment Reporting: During the year the company was engaged only in Investment and Financing activities and its activities were confined to India. Hence there are no reportable segments of the company.
- 2.26 No enterprise has been identified as a "supplier" under the micro, small and medium enterprises Development Act, 2006. The aforesaid identification has been done on the basis of information, to the extent provided by the vendors to the company.
- 2.27 Balances under the head Trade Receivables, Loans & Advances and other liabilities are subject to confirmation from the respective parties.
- 2.28 Impairment of Assets: The company has carried out an impairment test as per 'Accounting Standard – 28', issued by I.C.A.I on all the assets and no provision was required to be made towards impairment of assets for the year ending 31st March, 2016.
- 2.29 The company has provided for its gratuity liability on accrual basis on the basis of completed years of service as provided under the payment of Gratuity Act. However, the provisions of payment of Gratuity Act, do not apply to the company, since the company does not employ the requisite number of employees as required under the Payment of Gratuity Act.
- 2.30 Previous year figures have been regrouped/ recasted/ reclassified/ rearranged wherever deemed necessary to conform with current year's classification.
- 2.31 Current Assets, Loans & Advances are approximately of the value as stated, if realized in the ordinary course of business. The provision for all known liabilities is adequate and is not in excess of the amount considered reasonably necessary.
- | | | |
|--------------------------------------|----------------|----------------|
| | <u>2015-16</u> | <u>2014-15</u> |
| 2.32 Expenditure in Foreign Currency | Nil | Nil |
| 2.33 Earnings in Foreign Exchange | Nil | Nil |
- FOB Value of Exports

As per our report of even dated attached.

For Dagliya & Co.
Chartered Accountants
Firm registration No.671S
Sd/-
(Mayank Jain)
Partner
Membership No.225914

For Gowra Leasing & Finance Limited

Sd/-
(Gowra Srinivas)
Managing Director
DIN : 00286986

Sd/-
(G L Prasad)
Director
DIN:00268271

Sd/-
(Amita Karnewar)
Company Secretary

Sd/-
(A V Rama Krishna Rao)
CFO

Place: Secunderabad
Date: 19 May, 2016

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY

(As required in terms of Paragraph 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007)
(Rs.in lakhs)

Particulars		Amount Outstanding	Amount Overdue
Liabilities Side			
(1)	Loans and advances availed by the Non-banking financial Company inclusive of interest accrued thereon but not paid: -		
	(a) Debentures:		
	Secured	Nil	Nil
	Unsecured (other than falling within the meaning of public deposit*)	Nil	Nil
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate Loans and borrowing	Nil	Nil
	(e) Commercial paper	Nil	Nil
	(f) Other Loans (Specify Nature)	Nil	Nil

* Please see Note 1 below

Assets Side :		Amount Outstanding
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:	
	(a) Secured	355.49
	(b) Unsecured	362.7
(3)	Break up of Leased Assets and Stock on hire and other assets counting towards AFC activities	
	(i) Lease assets including Lease rentals under sundry debtors:	
	(a) Financial Lease	Nil
	(b) Operating Lease	Nil
	(ii) Stock on hire including hire charges under sundry debtors	
	(a) Assets on hire	Nil
	(b) Repossessed Assets	Nil
	(iii) Other Loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	Nil
	(b) Loans other than (a) above	Nil
(4)	Break-Up of Investments	
	Current Investments:	
	1 Quoted :	
	(i) Shares:	
	(a) Equity	Nil
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Other (Please specify)	Nil
	2 Unquoted :	
	(i) Shares :	
	(a) Equity	Nil
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil
	(v) Other (Please specify)	Nil
	Loan Term Investments:	
	1 Quoted :	
	(i) Shares:	
	(a) Equity	1.77
	(b) Preference	Nil
	(ii) Debentures and Bonds	Nil
	(iii) Units of mutual funds	Nil
	(iv) Government Securities	Nil

	(v) Other (Please specify)			Nil
	2 Unquoted :			
	(i) Shares :			
	(a) Equity			0.7
	(b) Preference			Nil
	(ii) Debentures and Bonds			Nil
	(iii) Units of mutual funds			Nil
	(iv) Government Securities			Nil
	(v) Other (Please specify)			Nil
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above : Please see Note 2 below			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1 Related Parties **	Nil	Nil	Nil
	(a) Subsidiaries	Nil	Nil	Nil
	(b) Companies in the same group	Nil	Nil	Nil
	(c) Other related parties	Nil	Nil	Nil
	2 Other than related Parties	355.49	362.7	718.19
	Total	355.49	362.7	718.19
(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see Note 3 below			
	Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)
	1 Related Parties **			
	(a) Subsidiaries	Nil		Nil
	(b) Companies in the same group	Nil		Nil
	(c) Other related Parties	Nil		Nil
	2 Other than related parties	9.38		2.2
	Total	9.38		2.2

** As per Accounting Standard of ICAI (Please see Note 3)

(7) Other Information

Particulars			Amount
(i)	Gross Non-Performing Assets		
	(a)	Related parties	Nil
	(b)	Other than related parties	222.07
(ii)	Net Non-Performing Assets		
	(a)	Related parties	Nil
	(b)	Other than related parties	18.4
(iii)	Assets acquired in satisfaction of debt		Nil

Notes:

1.As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1988.

2.Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

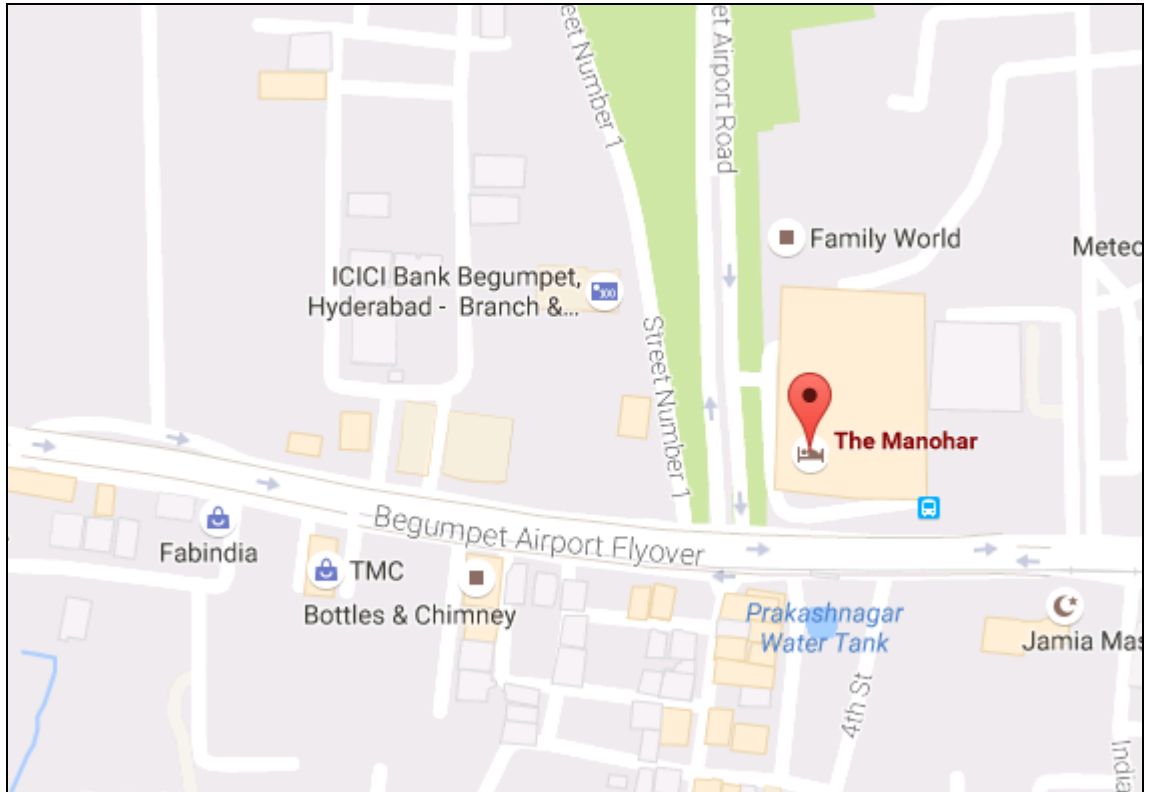
3.All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

For and on behalf of the Board of Directors
Sd/-

(GOWRA SRINIVAS)
Managing Director
(DIN: 00286986)

Place: Secunderabad
Date : 19-05-2016

In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India, route map for the location of the venue of the 23rd Annual General Meeting is given below:





GOWRA LEASING & FINANCE LIMITED

CIN: (L65910TG1993PLC015349)

Registered Office: No.501, 5th Floor, Gowra Grand, Behind Gowra Plaza, 1-8-384 & 385, S.P.Road, Begumpet, Secunderabad - 500003, Telangana State
Phone: + 91- 040 - 2784 3086, 2784 3091 - Website: www.gowraleasing.com, Email: glf@gowra.net

23rd Annual General Meeting - 12th September, 2016 at 11:30 A.M. at Hotel Manohar, Begumpet, Hyderabad

PROXY FORM

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____ Registered address: _____
E-mail Id: _____ Folio No. / Client ID: _____ DP ID: _____

I/ We being the member(s) of Gowra Leasing & Finance Ltd. holding _____ shares of the Company, hereby appoint:

(1) Name: _____ Address: _____
E-mail Id: _____ **Signature :** _____

or failing him/her;

(2) Name: _____ Address: _____ E-mail Id: _____

Signature : _____
or failing him/her;

(3) Name: _____ Address: _____ E-mail Id: _____

Signature : _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 23rd Annual General Meeting of the Company, to be held on _____ at _____ at Hotel The Manohar, Airport Exit Road, Begumpet, Hyderabad-500016 or at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Particulars	For	Against
	Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 st March, 2016 and the Reports of the Directors and Auditors thereon		
2.	To declare Dividend on the equity shares for the financial year 2015-16.		
3.	To appoint Shri. Soma Sudheer (DIN: 00287082) as Director in place of Shri Soma Dayanand who retires by rotation, and does not offers himself for re-appointment.		
4.	To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting		
	Special Business		
5.	Re-appointment of Shri. Gowra Srinivas (DIN: 00286986) as Managing Director		

Signed this _____ day of _____ 2016

Signature of the Shareholder _____

Affix
Revenue
Stamp

Signature of first proxy holder _____

Signature of second proxy holder _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

GOWRA LEASING & FINANCE LIMITED

CIN: (L65910TG1993PLC015349)

Registered Office: No.501, 5th Floor, Gowra Grand, Behind Gowra Plaza, 1-8-384 & 385, S.P.Road, Begumpet, Secunderabad - 500003, Telangana State
Phone: + 91- 040 - 2784 3086, 2784 3091 - Website: www.gowraleasing.com, Email: glf@gowra.net

23rd Annual General Meeting -12th September, 2016 at 11:30 A.M. at Hotel Manohar, Begumpet, Hyderabad

ATTENDANCE SLIP

DP ID _____ Folio No./Client ID _____ No. of Shares _____

Name and Address of First/Sole shareholder: _____

I/We hereby record my/our presence at the 23rd ANNUAL GENERAL MEETING of the Company at Hotel The Manohar, Airport Exit Road, Begumpet, Hyderabad-500016 on _____ at _____.

Signature of the Member/ Proxy _____

- Notes:
- a. Only Member/Proxy can attend the Meeting. No minors would be allowed at the Meeting
 - b. Member/Proxy who wish to attend the Meeting must bring this attendance slip to the Meeting and hand over at the entrance duly filled in and signed.
 - c. Member/Proxy should bring his/her copy of the Annual Report for reference at the Meeting.

PRINTED MATTER

To,



If undelivered please return to :

Gowra Leasing & Finance Limited

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