

BHAGYASHREE LEASING AND FINANCE LIMITED
1ST FLOOR, KUMAR CAPITAL, 2413, EAST STREET, CAMP PUNE MH
411001
Tel. 263550660, 30528888 FAX: 91-20-26353365
CIN: L65910PN1994PLC138655

NOTICE OF BOARD MEETING

Pursuant to Regulation 29 read with Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 Notice is hereby given that the Meeting of the Board of Directors of **M/S Bhagyashree Leasing and Finance Limited** (the Company) will be held on Tuesday, **February 04, 2020 at 01.00 P.M.** at 2413, 1st Floor, Kumar Capital, East Street, Camp, Pune 411001 to inter-alia consider and approve the unaudited Financial Results of the Company for the Quarter and Nine months ended on December 31, 2020.

You are requested to make it convenient to attend the meeting.

Further to inform that, you may attend the meeting through Video Conferencing mode. Please send the confirmation in this regard before 2 days the scheduled date of the meeting either by post/courier at the registered office of the Company, or by email on sunilcs2015@gmail.com to enable making necessary arrangements.

The aforementioned information can also be accessed on the website of the Stock Exchange i.e. www.bseindia.com.

For Bhagyashree Leasing and Finance Limited



Sunil Patel

Company Secretary and Compliance officer

Date: January 20, 2020
Place: Pune

Agenda for the I/Feb/2019-20 Meeting of the Board of Directors scheduled to be held on Tuesday, February 04, 2020.

Sr. No.	Particulars
A	Directors
1	To Elect the Chairman for the Meeting
2	To grant leave of absence, if any, ascertain Quorum, and take roll call, if required
B	Minutes
3	<p>1. To take note of minutes of the previous Board Meeting held on December 12, 2019</p> <p>2. To take note of minutes of the Audit Committee Meeting held on December 12, 2019</p>
C	Finance
4	To Consider and approve the unaudited Financial Results and Extracts of Financial Results of the Company for the year-to-date and quarter ended on December 31, 2019
D	Business and Compliance Report
5	To take note of certificate obtained from Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company under Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)
6	<p>To take note of following Compliance Reports of the Company for the period ended December 31, 2019:</p> <ol style="list-style-type: none"> 1. Closure of Trading Window 2. Filing of application of non-applicability of Corporate Governance Report. 3. Statement of reconciliation of equity share capital 4. Certificate of Registrar and Share transfer agent 5. Status of investors 'complaints and Legal cases 6. Statement on Shareholding pattern
7	To consider the Related Party Transactions of the Company as reviewed by the Audit Committee
E	General
8	Any other matter with the permission of the Chairman and with the consent of majority of the Directors of the Company present

Agenda Notes for the I/Feb/2019-20 Meeting of the Board of Directors scheduled to be held on Tuesday, February 04, 2020.

Note No.	<u>NOTES ON AGENDA FOR THE I/FEBRUARY/2019-20 BOARD MEETING</u>
1	<p>To Elect the Chairman for the Meeting</p> <p>Notes: The Directors of the Company are required to appoint one of amongst them as the Chairman of the Board Meeting who will further proceed with the conduct of the meeting after ascertainment of the quorum.</p>
2	<p>To grant leave of absence, if any, ascertain Quorum, and take roll call, if required</p> <p>To grant leave of absence</p> <p>Notes: Requests, if any, received from any of the Directors of the company for granting leave of absence, then the same be approved by the Chairman.</p> <p>To ascertain the quorum of meeting</p> <p>Notes: Valid Meeting requires minimum two or one third of the total number of directors' present in a meeting whichever is higher. The Chairman shall confirm that the required quorum is complete and then commence the meeting.</p> <p>To take roll call, if required</p> <p>Notes: If any director intends to participate in the meeting through Audio/ Video conferencing then the Chairman shall take a roll call at the commencement of the meeting. Director participating through video conferencing shall state, for the record, the following namely:</p> <ul style="list-style-type: none"> a) Name; b) The location from where he is participating c) That he has received the agenda and all the relevant material for the meeting; and <p>that no one other than the concerned director is attending or having access to the proceedings of the meeting at the location mentioned in clause (b)</p>

3	<p>1. To take read, confirm and sign the minutes of the previous Board Meeting held on December 12, 2019</p> <p>Notes: The minutes of the last Board Meeting held on Thursday, December 12, 2019 will be tabled at the Meeting for your reading, confirmation and then signature of the Chairman.</p> <p>2. To take read, confirm and sign the minutes of the Audit Committee Meeting held on December 12, 2019</p> <p>Notes: The minutes of the Meeting of Audit Committee held on Thursday, December 12, 2019 will be tabled at the Meeting for your reading, confirmation and then signature of the Chairman.</p>
4	<p>To Consider and approve the unaudited Financial Results and Extracts of Financial Results for the year-to-date and quarter ended on December 31, 2019</p> <p>Notes: In terms of Regulation 33 of the Listing Regulations, the Company is required to submit the Un-audited Financial Results to the Stock Exchange subject to Limited Review by the Statutory Auditors of the Company. Before such submission, the said Un-audited Financial Results shall be recommended by the Audit Committee and approved by the Board of Directors of the Company and the Limited Review Report from Statutory Auditors of the Company is to be placed before the Board of Directors of the Company.</p> <p>In terms of Regulation 47 of the Listing Regulations, the Extract of Financial Results is also required to be published in the newspaper within 48 hours of conclusion of the meeting of Board of Directors at which the Financial Results were approved.</p> <p>Accordingly, Un-audited Financial Results of the Company along with the Extract of Financial Results for the year-to-date and third quarter ended on December 31, 2019 and the Limited Review Report will be circulated at the Board Meeting. The Board to peruse and approve the same for:</p> <p>(a) submitting the above results to BSE; and (b) publication of Extract of Financial Results in requisite newspapers</p> <p>within requisite time limit and may pass the following resolution in this regard with or without modification(s):</p> <p>“RESOLVED THAT the Un-audited Financial Results for the year-to-date and third quarter ended on December 31, 2019 with Limited Review by the Statutory Auditors of the Company tabled before the Meeting be and are hereby approved;</p> <p>RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorized to sign the aforesaid approved un-audited Financial Results on behalf of the Company;</p>

	<p>RESOLVED FURTHER THAT Mr. Sunil Patel, Company Secretary and Compliance Officer of the Company be and is hereby authorized to forward the above Un-audited Financial Results to the Bombay Stock Exchange Limited (BSE), immediately after conclusion of the Board Meeting and arrange to publish Extract of the Financial Results in the newspapers as stipulated in the Listing Regulations and to do all acts, deeds, things, matters necessary to give effect to this resolution.”</p>
5	<p>To take note of certificate obtained from Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company under Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)</p> <p>Note: In terms of Regulation 33(2)(a) of the Listing Regulations, the Financial Results are to be approved by the Board of Directors and while placing the Financial Results before the Board, the CEO and CFO of the Company shall certify that the Financial Results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.</p> <p>Accordingly, a certificate obtained from CEO and CFO in this regard pertaining to Financial Results for the quarter ended December 31, 2019 will be placed before the meeting.</p> <p>The Board to take note of the same.</p>
6	<p>To take note of following Compliance Reports of the Company for the period ended December 31, 2019</p> <p>1. Closure of trading Window</p> <p>Note: In terms of the Company's Code of conduct for prevention of Insider Trading in the securities of Bhagyashree Leasing and Finance Limited, framed in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 the “Trading Window” for Designated Person and Specified Connected Person of the Company to deal in Securities of the Company shall remain closed for 48 hours after the Financial Results of the Company for the quarter ending on December 31, 2019 become generally available.</p> <p>Accordingly Trading Window remained closed from Wednesday, January 01, 2020 till the end of 48 hours, after the Financial Results of the Company for the quarter ending on December 31, 2019 became generally available.</p> <p>2. Filing of application of non-applicability of Corporate Governance Report.</p> <p>Note: As per Regulation 27(2)(a) of the Listing Regulations, the Company is required to submit a quarterly compliance report on Corporate Governance</p>

in Annexure I to the recognized Stock Exchanges within fifteen days from the end of the quarter.

Whereas, the Company does not require to comply Corporate Governance provisions as per the exemption given under regulation 15(2)(a) of the Listing Regulations. As such, the Company has filed the Non-Applicability intimation letter to the BSE within the time stipulated under Regulation 27(2) of the Listing Regulations.

Accordingly, the Non-Applicability intimation letter on Corporate Governance prepared and submitted to the recognized Stock Exchanges in respect of the quarter ended on December 31, 2019 in terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same

3. Statement of reconciliation of equity share capital

Note: In terms of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, every listed company is required to submit Audit Report on a quarterly basis to the concerned Stock Exchanges audited by a qualified Practicing Company Secretary or a Chartered Accountants, on the reconciliation of the total issued capital, listed capital and capital held by depositories in dematerialized form and the details of changes, if any, in share capital during the quarter.

Accordingly, M/s. Bokil Punde and Associates, Practicing Company Secretaries has prepared and submitted to the Company reconciliation of share capital Audit Report dated January 16, 2019 for the quarter ended December 31, 2019.

A copy of the aforesaid report shall be placed at the meeting and the Board is requested to take note of the same.

4. Certificate of Registrar and Share Transfer Agent

Note: In terms of Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018, every listed company Within fifteen days of receipt of the certificate from the Registrar and Share Transfer Agent, shall confirm to the depository that securities comprised in the said certificate have been listed on the Stock Exchange and also after due verification immediately mutilate and cancel the certificate of security and substitute in its record the name of the depository as the registered owner and shall send a certificate to this effect to the Depository and to Stock Exchange.

Accordingly, the Certificate dated January 13, 2019 received from Registrar and Share Transfer Agent viz. Skyline Financial Services Private Limited for the quarter ended December 31, 2019 submitted to the recognized Stock Exchange on January 13, 2019 in respect of the quarter ended December 31, 2019 in terms of the above referred Regulation shall be placed before

	<p>the Board.</p> <p>The Board is requested to take note of the same</p> <p>5. Status of investors' complaints and Legal cases</p> <p>Note: To take note of statement filed with the Stock Exchange for the quarter ended on December 31, 2019 under Regulation 13(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).</p> <p>In terms of Regulation 13(3) of the Listing Regulations, every listed company is required to submit with the recognized Stock Exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement showing the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed-off during the quarter and those remaining unresolved at the end of the quarter.</p> <p>Further, the aforesaid statement is also required to be placed, on quarterly basis, before the Board of Directors of the listed entity under Regulation 13(4) of the Listing Regulations.</p> <p>Accordingly, statement submitted by the Skyline Financial Services Pvt. Ltd. To the Company under the aforesaid Regulations for the quarter ended December 31, 2019 is placed before the Board.</p> <p>The Board is requested to take note of the same.</p> <p>6. Statement on Shareholding pattern</p> <p>Note: To take note of statement filed with the Stock Exchanges for the quarter ended December 31, 2019 under Regulation 31(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).</p> <p>In terms of Regulation 31(1)(b) of the Listing Regulations, every Listed Company is required to submit with the recognized Stock Exchange(s) on a quarterly basis, within twenty-one days from the end of each quarter, a statement showing holding of securities and shareholding pattern separately for each class of securities.</p> <p>Accordingly, statement filed by the Company under the aforesaid Regulation for the quarter ended December 31, 2019 shall be placed before the Board.</p> <p>The Board is requested to take note of the same.</p>
7	<p>To consider the Related Party Transactions of the Company as reviewed by the Audit Committee.</p> <p>Note: In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>

	(the Listing Regulations) and as a good Corporate Governance practice the Board of Directors of the Company will consider and approve the Related Party Transactions for the quarter ended December 31, 2019 and that of the forthcoming quarter and year ending on March, 2020, if any, as reviewed by the Audit Committee.
8	<p>Any other matter with the permission of the Chairman and with the consent of majority of the Directors of the Company present.</p> <p>Note: The Board of Directors may discuss or pass resolution on any matter not included in the notice with the recommendation of Chairman and consent of majority of the directors of the Company present in the meeting.</p>