

NOTICE OF BOARD MEETING

Pursuant to Section 173 of the Companies Act, 2013 and Regulation 29 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 **Monday, June 29, 2020 at 01.00 P.M.** at 2413, 1st Floor, Kumar Capital, East Street, Camp, Pune 411001.

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

SD/-
Sunil Patel
Company Secretary and Compliance officer

Date: June 20, 2020

Place: Pune

Agenda for the I/June/2020-21 Meeting of the Board of Directors of the Company scheduled to be held on Monday, June 29, 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 read, confirm and sign the minutes of the previous Board Meeting held on February 04, 2020</p> <p>2. To take note of minutes of the Audit Committee Meeting held on February 04, 2020</p>
C	Finance
4	To Consider and approve the audited Financial statements and Extracts of Financial Results of the Company for the year and quarter ended on March 31, 2020
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	To take note of Annual disclosures given by directors disclosing their interest or concern in other body corporate under Section 184 of the Companies Act, 2013
7	To note Intimations received u/s 164 of the companies act, 2013 from directors regarding disqualifications, if any
8	To note Declaration given by independent directors stating that they meet the criteria of independence
10	<p>To take note of following Compliance Reports of the Company for the period ended March 31, 2020:</p> <ol style="list-style-type: none"> 1. Closure of Trading Window 2. Filing of intimation of non-applicability of Corporate Governance Report. 3. Statement of reconciliation of equity share capital 4. Certificate in relation transfer facility under Regulation 7(3) of SEBI

	<p>(LODR) Regulations, 2015</p> <ol style="list-style-type: none"> 5. Certificate of Registrar and Share transfer agent under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018. 6. Status of investors 'complaints and Legal cases 7. Statement on Shareholding pattern 8. Filling of intimation of non-applicability of Secretarial Compliance Report under Regulation 24A of SEBI (LODR) Regulations, 2015. 9. Certificate of Practicing Company Secretary under Regulation 40(9) SEBI (LODR) Regulations, 2015. 10. Submission of Undertaking for Non-applicability of fund raising by issuance of debt securities by large entities. 11. Payment of Annual Listing Fees for Financial Year 2020-21.
11	To consider the Related Party Transactions of the Company as reviewed by the Audit Committee
E	General
12	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/June/2020-21 Meeting of the Board of Directors of the Company scheduled to be held on Monday, June 29, 2020.

Note No.	<u>NOTES ON AGENDA FOR THE I/JUNE/2020-21 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 read, confirm and sign the minutes of the previous Board Meeting held on February 04, 2020</p> <p>Notes: The minutes of the last Board Meeting held on Tuesday, February 04, 2020 will be tabled at the Meeting for your reading, confirmation and then signature of the Chairman.</p> <p>2. To take note of minutes of the Audit Committee Meeting held on February 04, 2020</p> <p>Notes: The minutes of the Meeting of Audit Committee held on Tuesday, February 04, 2020 will be tabled at the Meeting and will be noted.</p>
4	<p>To Consider and approve the audited Financial statements and Extracts of Financial Results of the Company for the year and quarter ended on March 31, 2020</p> <p>Notes: In terms of Section 179 of the Companies Act, 2013, the Company is required to prepare its Financial Statements for the financial year ended on March 31, 2020. Further as per regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (the Listing Regulations), the Company is required to submit the Financial Results for the quarter and year ended on March 31, 2020 to the Stock Exchange along with the reports by the Statutory Auditors of the Company.</p> <p>Accordingly, audited Financial Statements for the year ended on March 31, 2020 along with the Extract of Financial Results for the year and fourth quarter ended on March 31, 2020 and the Audit Report will be placed at the Board Meeting. The Board to peruse and approve the same for submitting the above results to BSE;</p> <p>Further, pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1CIR/P/2020/79 dated May 12, 2020 the Company is exempted to comply with the Regulation 47 of the Listing Regulations.</p> <p>In this regard, the Board is requested to pass the following resolution:</p> <p>“RESOLVED THAT the balance sheet as at 31st March, 2020 and Profit and Loss Accounts for the period from 1st April, 2019 to 31st March, 2020 tabled at the meeting, be and is hereby approved and the same be signed by any two director or a Chairman of the Company along with Company Secretary of the Company in compliance with the provisions of the Companies Act, 2013.</p> <p>“RESOLVED FURTHER THAT the extract of Financial Results for the year and fourth quarter ended on March 31, 2020 with the reports of 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 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 do all acts, deeds, things, matters necessary to give effect to above resolutions.”</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 March 31, 2020 will be placed before the meeting.</p> <p>The Board to take note of the same.</p>
6	<p>To take note of Annual disclosures given by directors disclosing their interest or concern in other body corporate under Section 184 of the Companies Act, 2013.</p> <p>Note: According to section 184 of the Companies Act, 2013, the Directors of the company shall at the first Board meeting of the financial year disclose their concern or interest in any company or companies or body corporate, firms, or other association of individuals which shall include the shareholding in the manner prescribed.</p> <p>The draft resolution is as follows:</p> <p>“RESOLVED THAT Notices of Disclosure of Interest and Shareholding received from all the Directors of the Company, pursuant to Section 184(1) of the Companies Act, 2013 read with rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, be and are hereby taken on record.</p> <p>“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to keep in his safe custody all such notices on behalf of the company.”</p>

7	<p>To note Intimations received u/s 164 of the companies act, 2013 from directors regarding disqualifications, if any.</p> <p>Note: The Board is requested to note the declarations received from all the directors in the form DIR-8.</p> <p>The draft resolution is as follows:</p> <p>“RESOLVED THAT the declarations received in Form DIR-8 from all the Directors of the Company to the effect that, as on 31st March 2020, they are not disqualified to be appointed as directors pursuant to Section 164 (2) of the Companies Act, 2013 read with Rule 14 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014.</p> <p>“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to keep in his safe custody all such notices on behalf of the company.”</p>
8	<p>To note Declaration given by independent directors stating that they meet the criteria of independence.</p> <p>Note: Pursuant to Section 149 (7) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations, every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence. The Company has received declaration from Independent Director.</p> <p>The draft resolution is as follows:</p> <p>“RESOLVED THAT the declaration of independence received independent Directors of the Company to the effect that, as on 31st March 2020, that they meet the criteria of independence pursuant to Section 149 (7) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations.</p> <p>“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to keep in his safe custody all such notices on behalf of the company.”</p>
9	<p>To take note of following Compliance Reports of the Company for the period ended March 31, 2020</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 M/S Bhagyashree Leasing and Finance Limited, framed in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 the “Trading Window” for Designated Person and Specified</p>

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 March 31, 2020 become generally available.

Accordingly Trading Window **remained closed from Wednesday, April 01, 2020 till the end of 48 hours**, after the Financial Results of the Company for the quarter ending on March 31, 2020 became generally available.

2. Filing of intimation of non-applicability of Corporate Governance Report.

Note: As per Regulation 27(2)(a) of the Listing Regulations, the Company is required to submit a quarterly compliance report on Corporate Governance 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 March 31, 2020 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 May 11, 2020 for the quarter ended March 31, 2020.

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 in relation to share transfer facility under Regulation 7(3) of SEBI (LODR) Regulations, 2015.

Note: In terms of Regulation 7 of SEBI (LODR) Regulations, 2015 listed entity shall ensure that all activities in relation to share transfer facility are maintained either in house or by Registrar to an issue and share transfer agent registered with the Board

Accordingly company has received compliance certificate from Skyline Financial Services Private Limited dated April 10, 2020 stating the compliance with Regulation 7 (3) of SEBI (LODR) Regulations, 2015 and submitted to the recognized Stock Exchanges in respect of the half year ended on March 31, 2020 in terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same

5. 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 April 10, 2020 received from Registrar and Share Transfer Agent viz. Skyline Financial Services Private Limited for the quarter ended March 31, 2020 submitted to the recognized Stock Exchange on May 08, 2020 in respect of the quarter ended March 31, 2020 in terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same

6. Status of investors' complaints and Legal cases

Note: To take note of statement filed with the Stock Exchange for the quarter ended on March 31, 2020 under Regulation 13(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

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.

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.

Accordingly, statement submitted by the Skyline Financial Services Pvt. Ltd. To the Company under the aforesaid Regulations for the quarter ended March 31, 2020 is placed before the Board.

The Board is requested to take note of the same.

7. Statement on Shareholding pattern

Note: To take note of statement filed with the Stock Exchanges for the quarter ended March 31, 2020 under Regulation 31(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

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.

Accordingly, statement filed by the Company under the aforesaid Regulation for the quarter ended March 31, 2020 shall be placed before the Board.

The Board is requested to take note of the same.

8. Filing of intimation of non-applicability of Secretarial Compliance Report under Regulation 24A of SEBI (LODR) Regulations, 2015.

Note: Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its annual report, a Secretarial Compliance report, given by a company secretary in practice.

Whereas, the Company does not require to comply Secretarial Compliance Report provisions as per the exemption given under regulation 15(2) of the Listing Regulations. As such, the Company has filed the Non-Applicability intimation letter to the BSE within the time stipulated under Regulation 24A of the Listing Regulations.

Accordingly, the Non-Applicability intimation letter on Secretarial Compliance Report prepared and submitted to the recognized Stock Exchanges in respect of the Year ended on March 31, 2020 in terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same

9. Certificate of Practicing Company Secretary under Regulation 40(9) SEBI (LODR) Regulations, 2015.

Note: Pursuant to Regulation 40 (9) of SEBI (LODR) Regulations, 2015 the listed entity shall ensure that the share transfer agent and/or the in-house share transfer facility, as the case may be, produces a certificate from a practicing company secretary within one month of the end of each half of the financial year, certifying that all certificates have been issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies.

Accordingly the company has received a certificate from Smita .J. Jaju Practicing Company Secretary dated May 23, 2020 stating the compliance with Regulation 40(9) and same is submitted with Stock Exchanges in respect of the period commencing from 1st October, 2019 to 31st March, 2020 in terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same

10. Undertaking for Non-applicability of fund raising by issuance of debt securities by large entities.

Note: Pursuant to SEBI Circular dated November 26, 2018 read with BSE circular LIST/COMP/05/2019-20 dated April 11, 2019, and BSE circular LIST/COMP/59/2019-20 dated March 03, 2020 listed entity classified as large entity has to make disclosure with regard to fund raising by issuance of debt securities .

Pursuant to SEBI Circular dated November 26, 2018, M/S Bhagyashree Leasing and Finance Limited (the Company) is not identified as “Large Corporate” (LC) and hence filing of initial and annual disclosure regarding fund raising by issuance of debt securities by large entities is not applicable to the Company.

Accordingly an Undertaking for Non-applicability of submission of fund raising by issuance of debt securities by large entities was submitted with Stock Exchanges on May 05, 2020.

The Board is requested to take note of the same

11. Payment of Annual Listing Fees for the Financial Year 2020-21.

Note: Pursuant to Regulation 14 of SEBI (LODR), 2015 the listed entity shall pay all such fees or charges, as applicable, to the Recognized stock exchange(s), in the manner specified by the Board or the Recognized stock exchange(s).

Accordingly company has paid the Annual Listing Fees with BSE Limited

The Board is requested to note the same.

11	<p>To consider the Related Party Transactions of the Company as reviewed by the Audit Committee.</p> <p>Note: In terms of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 March 31, 2020 and that of the forthcoming quarter, if any, as reviewed by the Audit Committee.</p>
12	<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>