

**BHAGYASHREE LEASING AND FINANCE LIMITED**  
1ST FLOOR, KUMAR CAPITAL, 2413, EAST STREET,  
CAMP PUNE MH 411001  
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**NOTICE OF BOARD MEETING**

Pursuant to Section 173 of the Companies Act, 2013 and 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 **Thursday, February 11, 2021 at 01.00 P.M.** at the registered office of the Company at 2413, 1<sup>st</sup> 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 [manjiri.h@kumarworld.com](mailto:manjiri.h@kumarworld.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](http://www.bseindia.com).

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**For Bhagyashree Leasing and Finance Limited**

  
**Manjiri Harishchandrakar**  
**Group Company Secretary**

**Date: February 03, 2021**  
**Place: Pune**

**Agenda for the I/February/2020-21 Meeting of the Board of Directors of the Company scheduled to be held on Thursday, February 11, 2021.**

<b>Sr. No.</b>	<b>Particulars</b>
<b>A</b>	<b>Directors</b>
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>B</b>	<b>Minutes</b>
3	To take note of and confirm the Minutes of previous Board Meeting held on October 29, 2020.
<b>C</b>	<b>Finance</b>
4	To Consider and approve the unaudited Financial Results and Extracts of Financial Results for the year-to-date and quarter ended on December 31, 2020.
<b>D</b>	<b>Business and Compliance Report</b>
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 following Compliance Reports of the Company for the period ended December, 2020: <ol style="list-style-type: none"> <li>1. Closure of Trading Window</li> <li>2. Filing of intimation of non-applicability of Corporate Governance Report.</li> <li>3. Statement of reconciliation of equity share capital</li> <li>4. Certificate of Registrar and Share transfer agent under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018.</li> <li>5. Status of investors' complaints and Legal cases</li> <li>6. Statement on Shareholding pattern</li> </ol>
<b>E</b>	<b>Appointment of Internal Auditors</b>
7	To consider and approve the appointment of SPAK & Co, Chartered Accountants, Pune having Firm Registration Number (FRN): 139877W as an Internal Auditor for the financial year 2020-21.
<b>F</b>	<b>Appointment of Secretarial Auditors</b>
8	To consider and approve the appointment of Amit M. Diwate, Practicing Company Secretary as Secretarial Auditor of the Company for the financial Year 2020-21.
<b>G</b>	<b>General</b>
8	Any other matter with the permission of the Chair.

**Agenda Notes for the I/February/2020-21 Meeting of the Board of Directors of the Company scheduled to be held on Thursday, February 11, 2021.**

Note No.	<b><u>NOTES ON AGENDA FOR THE I/ FEBRUARY /2020-21 BOARD MEETING</u></b>
1	<p><b>To Elect the Chairman for the Meeting.</b></p> <p><b>Notes:</b> The Directors, present at the meeting, would be requested to appoint one 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><b>To grant leave of absence, if any, ascertain Quorum, and take roll call, if required</b></p> <p><b>To grant leave of absence</b></p> <p><b>Notes:</b> 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><b>To ascertain the quorum of meeting</b></p> <p><b>Notes:</b> 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><b>To take roll call, if required</b></p> <p><b>Notes:</b> 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> <ol style="list-style-type: none"> <li>Name;</li> <li>The location from where he is participating</li> <li>That he has received the agenda and all the relevant material for the meeting; and 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)</li> </ol>
3	<p><b>To take note of and confirm the Minutes of previous Board Meeting held on October 29, 2020.</b></p> <p><b>Notes:</b> The minutes of the last Board Meeting held on Thursday, October 29, 2020 will be tabled at the Meeting for your reading, confirmation and then signature of the Chairman.</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, 2020.**

**Notes:** In terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company is required to submit the Un-audited Financial Results with respect to every quarter to the Stock Exchange subject to Limited Review by the Statutory Auditors of the Company. Before such submission, the said Un-audited Financial Results needs to be recommended by the Audit Committee of the Company and before it is being approved by the Board of Directors of the Company. However, due to the sudden resignations of two Independent Directors of the Company the constitution of the Audit Committee became incompetent. Hence, until the said casual vacancy of the Independent Directors fills on the Board of the Company and accordingly Audit Committee reconstituted, the Financial Results shall be approved by the Board of Directors of the Company without the recommendation of the Audit Committee.

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.

Accordingly, Un-audited Financial Results of the Company along with the extract of financial results including Profit and Loss account, Assets and Liability Statement for the Third quarter and Nine months ended December 31, 2020 along with the Limited Review Report of the Statutory Auditors of the Company will be circulated at the Board Meeting. The Board to peruse and approve the same for:

- (a) submitting the above results to BSE; and
- (b) publication of extract of financial results in requisite newspapers

within requisite time limit and may pass the following resolution in this regard with or without modification(s):

Draft Resolution:

**"RESOLVED THAT** the Un-audited Financial Results for the Third quarter and nine months ended December 31, 2020 with Limited Review by the Statutory Auditors of the Company for the quarter and nine months ended December 31, 2020 tabled before the Meeting be and are hereby approved;

**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><b>RESOLVED FURTHER THAT</b> Mr. Rajas Jain, Director and Chief Executive Officer (CEO) of the Company be and is hereby authorized to forward the above Un-audited Financial Results to the Bombay Stock Exchange (BSE) Limited, 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.”</p>
5	<p><b>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 (the “Listing Regulations”).</b></p> <p><b>Note:</b> 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 and nine months ended December 31, 2020 will be placed before the meeting. The Board to take note of the same.</p>
6	<p><b>To take note of Compliance Reports for the period ended December 31, 2020</b></p> <p><b>1. Closure of trading Window</b></p> <p><b>Note:</b> 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 “<b>Trading Window</b>” for Designated Person and Specified Connected Person of the Company to deal in Securities of the Company <b>shall remain closed for 48 hours</b> after the Financial Results of the Company for the quarter ending on December 31, 2020 become generally available.</p> <p>Accordingly Trading Window <b>remained closed from Friday, January 01, 2021 till the end of 48 hours</b>, after the Financial Results of the Company for the quarter ending on December 31, 2020 became generally available.</p> <p><b>2. Filing of intimation of non-applicability of Corporate Governance Report.</b></p> <p><b>Note:</b> As per Regulation 27(2)(a) of the Listing Regulations, the Company is required to submit a quarterly compliance report on</p>

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 December 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 have prepared and submitted to the Company reconciliation of share capital Audit Report dated January 11, 2021 for the quarter ended December 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 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 11, 2021 received from

Registrar and Share Transfer Agent viz. Skyline Financial Services Private Limited for the quarter ended December 31, 2020 submitted to the recognized Stock Exchange on January 12, 2021 in respect of the quarter ended December 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. Status of investors' complaints and Legal cases**

**Note:** To take note of statement filed with the Stock Exchange for the quarter ended on December 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 December 31, 2020 is placed before the Board.

The Board is requested to take note of the same.

#### **6. Statement on Shareholding pattern**

**Note:** To take note of statement filed with the Stock Exchanges for the quarter ended December 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 December 31, 2020 shall be placed before the Board.

	<p>The Board is requested to take note of the same.</p>
7	<p><b>To consider and approve the appointment of SPAK &amp; Co, Chartered Accountants, Pune having Firm Registration Number (FRN): 139877W as an Internal Auditor for the financial year 2020-21</b></p> <p><b>Notes:</b> The Board is requested to approve the appointment of <b>SPAK &amp; Co., Chartered Accountants, Pune having Firm Registration Number (FRN): 139877W</b>, as internal auditors of the Company for the financial year 2020-21.</p> <p>In this regard, following resolution(s) are proposed to be passed:</p> <p>Draft Resolution:</p> <p><b>“RESOLVED THAT M/S SPAK &amp; Co, Chartered Accountants, Pune having Firm Registration Number (FRN: 139877W), be and are hereby appointed as Internal Auditors of the Company to conduct the Internal Audit for the Financial Year 2020-21, on such remuneration as may be determined mutually by and between the Internal Auditors and the Chairman of the Board of Directors of the Company.</b></p> <p><b>FURTHER RESOLVED THAT</b> any one director of the company be and is hereby authorized to finalise scope, functioning, periodicity and methodology for conducting the internal audit, in consultation with the Chairman of the Audit Committee.”</p>
8	<p><b>To consider and approve the appointment of Amit M. Diwate, Practicing Company Secretary as Secretarial Auditor of the Company for the financial Year 2020-21.</b></p> <p><b>Notes:</b> The Board is requested to appoint <b>Amit M. Diwate, Practicing Company Secretary, Pune</b> to conduct the Secretarial Audit of the Company for the Financial Year 2020-21, on fees of plus applicable taxes thereon and reimbursement of out of pocket expenses as may be determined mutually by and between the Secretarial Auditor and the Chairman of the Board of Directors of the Company.</p> <p>In this regard, following resolution(s) are proposed to be passed:</p> <p>Draft Resolution:</p> <p><b>“RESOLVED THAT Amit M. Diwate, Practicing Company Secretary, Pune be and is hereby appointed as Secretarial Auditor of the Company to conduct Secretarial Audit for the Financial Year 2020-21, on fees, plus applicable taxes thereon and reimbursement</b></p>



	of expenses as may be determined mutually by and between the Secretarial Auditor and the Chairman of the Board of Directors of the Company."
9	<p><b>Any other matter with the permission of the Chair.</b></p> <p><b>Note:</b> 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>

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**For Bhagyashree Leasing and Finance Limited**

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**Manjiri Harischandrakar**  
**Group Company Secretary**

**Date:** February 03, 2021

**Place:** Pune