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 Monday, June 28, 2021 at 01.00 P.M. at the registered office

of the Company at 2413, 1st Floor, Kumar Capital, East Street, Camp, Pune 411001 to

inter-alia consider and approve the agenda as mentioned in the notes to agenda and

attached herewith for your reference.

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 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

Manjiri Harishchandrakar Group Company Secretary

Date: June 17, 2021

Place: Pune

Agenda for the I/June/2021-22 Meeting of the Board of Directors of the Company scheduled to be held on Monday, June 28, 2021.

Sr. No.	Particulars
Α	Directors
1	To Elect the Chairman of the Meeting.
2	To grant leave of absence, if any, ascertain Quorum, and take roll call, if required.
В	Minutes
3	To take note of and confirm the Minutes of previous Board Meeting held on February 11, 2021.
	To take note of the Minutes of the Stakeholders Relationship Committee     Meeting held on February 11, 2021.
С	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, 2021.
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 the Disclosure of Interest received from directors of the Company under Section 184 of the Companies Act, 2013.
7	To take note of the declarations received from the Directors of the Company under section 164(2) of the companies act, 2013.
8	To take note of the Declaration given by independent director of the Company stating that he meets the criteria of independence.
9	To take note of following Compliance Reports of the Company for the period ended March 31, 2021:
	<ol> <li>Filing of Closure of Trading Window</li> <li>Filing of intimation of non-applicability of Corporate Governance Report</li> <li>Filing of Statement of reconciliation of equity share capital</li> <li>Filing of Certificate in relation transfer facility under Regulation 7(3) of SEBI (LODR) Regulations, 2015</li> <li>Filing of Certificate of Registrar and Share transfer agent under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018</li> <li>Filing of Status of investors 'complaints and Legal cases</li> <li>Filing of Statement on Shareholding pattern</li> </ol>

	<ol> <li>Filling of intimation of non-applicability of Secretarial Compliance Report under Regulation 24A of SEBI (LODR) Regulations, 2015</li> <li>Filing of Certificate of Practicing Company Secretary under Regulation 40(9) SEBI (LODR) Regulations, 2015</li> <li>Payment of Annual Listing Fees for Financial Year 2021-22</li> </ol>
10	To consider and approve Secretarial Audit Report for the financial year ended March 31, 2021.
11	To consider and approve the appointment of M/S SPAK & Co., Chartered Accountants, Pune having Firm Registration Number (FRN): 139877W as an Internal Auditor for the financial year 2021-22.
12	To consider and approve the appointment of Amit M. Diwate, Practicing Company Secretary as Secretarial Auditor of the Company for the financial Year 2021-22.
13	To appoint Ms. Smita J. Jaju as Scrutinizer of the Company for conducting Poll and scrutinizing E-Voting in the Annual General Meeting of the Company to be held in the calendar year 2022.
14	To consider and approve the limits of the Related Party Transactions proposed to be entered into by the Company for financial year 2021-22.
E	General
15	Any other matter with the permission of the Chair.

Agenda Notes for the I/June/2021-22 Meeting of the Board of Directors of the Company scheduled to be held on Monday, June 28, 2021.

Note No.	NOTES ON AGENDA FOR THE I/JUNE/2021-22 BOARD MEETING
1	To Elect the Chairman of the Meeting
	<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.
2	To grant leave of absence, if any, ascertain Quorum, and take roll call, if required.
	<b>Notes:</b> The Board of Directors is requested to grant Leave of Absence to those Directors who convey their inability to attend the meeting, if any. The Chairman of the meeting will then take a roll call of the Board Members attending the meeting through Audio-Visual Conferencing (AVC), if any. The Director participating through AVC is requested to state, for the record, the following namely:
	<ul> <li>a) Name;</li> <li>b) The location from where he is participating</li> <li>c) That he has received the agenda and all the relevant material for the meeting; and</li> <li>d) That no one other than the concerned Director is attending or having access</li> </ul>
	to the proceedings of the meeting at the location mentioned in clause (b).
	Thereafter, the Chairman of the Company shall confirm the required quorum is present and then commence the meeting.
3	To take note of and confirm the Minutes of previous Board Meeting held on February 11, 2021.
	Notes: The Minutes of previous meeting of Board of Directors held on February 11, 2021, which already have been reviewed & approved by all of the Directors of the Company, shall be confirmed / signed by the Chairman of the Meeting.
	2. To take note of the Minutes of the Stakeholders Relationship Committee Meeting held on February 11, 2021.
	<b>Notes:</b> The Board is requested to take note of the minutes of previous meeting of Stakeholders Relationship Committee held on February 11, 2020, which already have been reviewed & approved by all the members of the Stakeholders Relationship Committee of the Company.
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, 2021.

**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, 2021. 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, 2021 to the Stock Exchange along with the reports by the Statutory Auditors of the Company.

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, audited Financial Statements for the year ended on March 31, 2021along with the extract of Financial Results including Profit and Loss account, Assets and Liability Statement for the year and fourth quarter ended on March 31, 2021 and the Audit Report will be placed 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):

#### The draft resolution is as follows:

"RESOLVED THAT the audited Financial Statements for the year ended on March 31, 2021 along with the extract of Financial Results including Profit and Loss account, Assets and Liability Statement for the period from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021 and fourth quarter ended on March 31, 2021 and the Audit Report 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 audited Financial Results on behalf of the Company;

**RESOLVED FURTHER THAT** Mr. Rajas Jain, Director and Chief Executive Officer (CEO) of the Company be and is hereby authorized to forward the above 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 and to do all acts, deeds, things, matters necessary to give effect to above resolutions."

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).

**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 there in misleading.

Accordingly, a certificate obtained from CEO and CFO in this regard pertaining to Financial Results for the quarter ended March 31, 2021 will be placed before the meeting.

The Board to take note of the same.

To take note of the Disclosure of Interest received from directors of the Company under Section 184 of the Companies Act, 2013.

**Note:** This being the first Board Meeting of the Company after the closure of financial year 2020-21, the Board shall note and take on record the notices of disclosure of interest given by all Directors of the Company.

In this regard, the following resolution is proposed to be passed in this Board Meeting.

#### The draft resolution is as follows:

"RESOLVED THAT Notices of Disclosure of Interest and Shareholding received from all the Directors of the Company in form MBP-1, 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.

"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."

7 To take note of the declarations received from the Directors of the Company under section 164(2) of the companies act, 2013.

**Note:** The Board shall note and take on record the declarations received from all directors of the Company to the effect that they were not disqualified to continue as directors as on 31st March, 2021.

In this regard, the following resolution is proposed to be passed in this Board Meeting.

#### The draft resolution is as follows:

"RESOLVED THAT pursuant to sub-section 2 of Section 164 of the Companies Act, 2013 and Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the declarations received from all the directors of the Company in Form DIR-8, to the effect that as on 31st March 2021, none of the directors were disqualified to continue as directors, be noted and taken on record."

"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."

To take note of the Declaration given by independent director stating that he meets the criteria of independence.

In this regard, the following resolution is proposed to be passed in this Board Meeting.

**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.

In this regard, the following resolution is proposed to be passed in this Board Meeting.

## The draft resolution is as follows:

"RESOLVED THAT the declaration of independence received from independent Director of the Company to the effect that, as on 31st March 2020, that he meets the criteria of independence pursuant to Section 149 (7) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations, be and is hereby noted.

"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."

To take note of following Compliance Reports of the Company for the period ended March 31, 2021

# 1. Filing of Closure of trading Window

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, 2015the "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 March 31, 2021 become generally available.

Accordingly Trading Window remained closed from Thursday, April 01, 2021 till the end of 48 hours, after the Financial Results of the Company for the quarter ending on March 31, 2021 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, 2021 in terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same.

# 3. Filing of 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 April 12, 2021for the guarter ended March 31,2021.

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

4. Filing of 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, the Company has received compliance certificate from Skyline Financial Services Private Limited dated April 12, 2021 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, 2021 in terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same.

5. Filing of Certificate of Registrar and Share transfer agent under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018.

**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 08, 2021 received from Registrar and Share Transfer Agent viz. Skyline Financial Services Private Limited for the quarter ended March 31, 2021 submitted to the recognized Stock Exchange on April 15, 2021 in respect of the quarter ended March 31, 2021 in terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same.

6. Filing of Status of investors 'complaints and Legal cases.

Note: 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 March31, 2021 is placed before the Board.

The Board is requested to take note of the same.

# 7. Filing of Statement on Shareholding pattern

**Note:** 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 March31, 2021 shall be placed before the Board.

The Board is requested to take note of the same.

8. Filling 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, 2021 in terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same.

9. Filing of 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 April 09, 2021 stating the compliance with Regulation 40(9) and same is submitted with Stock Exchanges in respect of the period commencing from 1<sup>st</sup> October, 2020 to 31<sup>st</sup> March, 2021 in terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same.

# 10. 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, the Company has paid the Annual Listing Fees with BSE Limited.

The Board is requested to note the same.

To consider and approve the Secretarial Audit Report for the financial year ended March 31, 2021.

**Notes:** The Board is requested to consider and approve the Secretarial Audit Report for the financial year ended March 31, 2021

In this regard, the following resolution is proposed to be passed in this Board Meeting.

# **Draft Resolution:**

"RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and such other provisions as may be applicable the Secretarial Audit Report for the financial year 2020-21 issued by Amit M. Diwate, Practicing Company Secretary tabled before the meeting be and is hereby approved and adopted.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized to do all the necessary filings and any other act in this regard as required."

To consider and approve the appointment of M/S SPAK & Co., Chartered Accountants, Pune having Firm Registration Number (FRN): 139877W as an Internal Auditor for the financial year 2021-22.

Notes: The Board is requested to approve the appointment of M/S SPAK & Co., Chartered Accountants, Pune having Firm Registration Number (FRN): 139877W, as internal auditors of the Company for the financial year 2021-22.

In this regard, the following resolution is proposed to be passed in this Board Meeting.

## Draft Resolution:

"RESOLVED THAT pursuant to provisions of Section 138 of the Companies Act, 2013, rules made thereunder and other applicable provisions, if any (including any statutory modification thereto or re-enactment thereof for the time being in force) M/S SPAK & 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 2021-22, 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.

**FURTHER RESOLVED THAT** any one director of the Company be and is hereby authorized to finalise scope, functioning, periodicity and methodology for conducting the Internal audit, to sign relevant forms for appointment of Internal Auditors and to do all such acts, deeds, things and matters as may be necessary to give effect to this resolution."

To consider and approve the appointment of Amit M. Diwate, Practicing Company Secretary as Secretarial Auditor of the Company for the financial Year 2021-22.

**Notes:** The Board is requested to appoint **Amit M. Diwate, Practicing Company Secretary,** Pune as Secretarial Auditor of the Company for the financial Year 2021-22.

In this regard, the following resolution is proposed to be passed in this Board Meeting.

# **Draft Resolution:**

"RESOLVED THAT pursuant to provisions of Section 204(1) of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modification thereto or re-enactment thereof for the time being in force) 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 2021-22, on fees, plus applicable taxes thereon and reimbursement of expenses as may be determined mutually by and between the Secretarial Auditor and the Chairman of the Board of Directors of the Company."

**RESOLVED FURTHER THAT** any one of the Director of the Company, be and is hereby severally authorized to file necessary form/s with the Registrar of Companies and to do all such acts, deeds, matters and things to give effect to this resolution."

To consider and approve the appointment of Ms. Smita J. Jaju as Scrutinizer of the Company for conducting Poll and scrutinizing E-Voting in the Annual General Meeting of the Company to be held in the calendar year 2022.

Note: It is proposed to appoint Ms. Smita J. Jaju, Company Secretary, Pune, as the Scrutinizers of the Company for conducting Poll and to scrutinize E-Voting in the Annual General Meeting of the Company to be held in the calendar year 2022.

In this regard, the following resolution is proposed to be passed in this Board Meeting.

## **Draft Resolution-**

"RESOLVED THAT Ms. Smita Jaju, Practicing Company Secretary, Pune be and are hereby appointed as Scrutinizers of the Company for conducting Poll and to scrutinize e-voting process and voting at the Annual General Meeting of the Company to be held in the calendar year 2022 in a fair and transparent manner and that the Chairman of Board of Directors be and is hereby authorised to fix the terms and remuneration payable to them for the said appointment."

To consider and approve the limits of the Related Party Transactions proposed to be entered into by the Company for the financial year 2021-22.

**Note:** In terms of Section 188 of the Companies Act, 2013, the Chairman requests the Board to provide an omnibus approval for all the related party transactions, to be entered into by the Company in the financial year 2021-22, which would be in the ordinary course of business of the Company and at Arm's length.

In this regard, the following resolution is proposed to be passed in this Board Meeting.

## **Draft Resolution:**

"RESOLVED THAT pursuant to provisions of section 188 of the Companies Act, 2013 (the act), read with the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the board be and is hereby given to enter into any transactions with related parties of the Company, as defined in the section 2(76) of the Act, so long as they are not detrimental to the interest of the Company and are within the limits specified by the aforementioned section and rules made there under."

15 Any other matter with the permission of the Chair.

**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.

For Bhagyashree Leasing and Finance Limited

Manjiri Harishchandrakar Group Company Secretary

Date: June 17, 2021

Place: Pune