

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 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 11/August/2021-22 Meeting of the Board of Directors of **M/S Bhagyashree Leasing and Finance Limited** (the Company) will be held on **Thursday, August 12, 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 Harischandrakar
Group Company Secretary

Date: August 05, 2021
Place: Pune

Agenda for the 1/August/2021-22 Meeting of the Board of Directors of the Company scheduled to be held on Thursday, August 12, 2021.

Sr. No.	Particulars
A	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.
B	Minutes
3	To take note of and confirm the Minutes of previous Board Meeting held on June 28, 2021.
C	Finance
4	To consider and approve the unaudited Financial Results and Extracts of Financial Results of the Company for the quarter ended on June 30, 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	<p>To take note of following Compliance Reports of the Company for the period ended June 30, 2021:</p> <ol style="list-style-type: none"> 1. Filing of Closure of Trading Window 2. Filing of intimation of non-applicability of Corporate Governance Report. 3. Filing of Statement of reconciliation of equity share capital 4. Filing of Certificate of Registrar and Share transfer agent under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018. 5. Filing of Status of investors' complaints and Legal cases. 6. Filing of Statement on Shareholding pattern. 7. Filing of Non-applicability of Large Corporate.
E	Appointment of Statutory Auditors
7	To consider and approve the appointment of M/S SPAK & Co, Chartered Accountants, Pune having Firm Registration Number (FRN): 139877W as the Statutory Auditor of the Company.
F	Appointment of Internal Auditors

Agenda Notes for the I/August/2021-22 Meeting of the Board of Directors of the Company scheduled to be held on Thursday, August 12, 2021.

Note No.	<u>NOTES ON AGENDA FOR THE I/AUGUST/2021-22 BOARD MEETING</u>
1	<p>To Elect the Chairman of the Meeting</p> <p>Notes: 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>To grant leave of absence, if any, ascertain Quorum, and take roll call, if required.</p> <p>Notes: 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:</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 d) 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>Thereafter, the Chairman of the Company shall confirm the required quorum is present and then commence the meeting.</p>
3	<p>To take note of and confirm the Minutes of previous Board Meeting held on June 28, 2021.</p> <p>Notes: The Minutes of previous meeting of Board of Directors held on June 28, 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.</p>
4	<p>To consider and approve the unaudited Financial Results and Extracts of Financial Results of the Company for the quarter ended on June 30, 2021.</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 first quarter ended on June 30, 2021 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 June 30, 2021</p> <p>1. Filing of 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 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 June 30, 2021 become generally available.</p> <p>Accordingly Trading Window remained closed from Thursday, July 01, 2021 till the end of 48 hours, after the Financial Results of the Company for the quarter ending on June 30, 2021 became generally available.</p> <p>2. Filing of intimation 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 in Annexure I to the recognized Stock Exchanges within twenty one days from the end of the quarter.</p> <p>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</p>

The Board is requested to take note of the same.

5. 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 June 30, 2021 is placed before the Board.

The Board is requested to take note of the same.

6. 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 June 30, 2021 shall be placed before the Board.

The Board is requested to take note of the same.

7. Filing of Non-applicability of Large Corporate.

Note: Pursuant the SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 as per the criteria of applicability the Company is not identified as a Large Corporate. In this regard, the Company needs to file initial disclosure regarding fund raising by issuance of debt securities by large entities.

Accordingly, the Non-Applicability Undertaking required for filing of initial disclosure of fund raising by issuance of debt securities by Large Corporate in terms of the above referred Circular is filed by the Company on June 30,

	and is hereby authorized to do all such acts, deeds, matters and things to give effect to this resolution."
8	<p>To consider and approve the appointment of M/S M D S & Co. LLP, Chartered Accountants (FRN: W100118) as an Internal Auditor for the Financial Year 2021-22.</p> <p>Notes: Pursuant to the provisions of section 138 of the Companies Act, 2013 the Company is required to appoint an Internal Auditors of the Company for the financial year 2021-22.</p> <p>Accordingly, the Chairman proposes the appointment of M/S M D S & Co. LLP, Chartered Accountants (FRN: W100118) as the Internal Auditors of the Company for the financial year 2021-22.</p> <p>In this regard, the following resolution is proposed to be passed at the Board Meeting.</p> <p>Draft Resolution:</p> <p>"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 M D S & Co. LLP, Chartered Accountants Pune having Firm Registration Number (FRN: W100118), 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.</p> <p>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."</p>
9	<p>To consider and approve Directors' Report of the Company for the financial ended 31st March, 2021.</p> <p>Note: The Directors' Report for the financial year ended 31st March, 2021 will be circulated to the Board for its approval.</p> <p>In this regard, the following resolution(s) is proposed to be passed at the Board Meeting.</p> <p>Draft Resolution:</p>

	<p>rules made thereunder along with the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board is requested to decide the Cut-off date for the 27th Annual General Meeting of the Company.</p> <p>In this regard, the following resolution(s) is proposed to be passed in this Board Meeting.</p> <p>Draft Resolution:</p> <p>“RESOLVED THAT the Friday, September 24, 2021 be and is hereby fixed as the cut-off date for the purpose of identifying the shareholders eligible to cast their votes either physically or through remote e-voting at the ensuing 27th Annual General Meeting of the Company to be held in the calendar year 2021.”</p>
12	<p>Any other matter with the permission of the Chair.</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>

Thanking you,

Yours faithfully,

For and on behalf of the Board of Directors of
Bhagyashree Leasing and Finance Limited


Manjiri Harishchandrar
Group Company Secretary

Date: August 04, 2021
Place: Pune