

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 I/May/2022-23 Meeting of the Board of Directors of **M/S Bhagyashree Leasing and Finance Limited** (the "Company") will be held on **Thursday, 26th May, 2022 at 03.00 P.M.** at the registered office of the Company at 1st Floor, Kumar Capital, 2413, East Street, Camp, Pune 411001 to inter-alia consider and approve the unaudited Financial Results of the Company for the year and quarter ended as on March 31, 2022.

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 of the scheduled date of the meeting either by post/courier at the registered office of the Company, or by email at 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



Nilesh Balasaheb Gawali
Company Secretary

Date: 19th May, 2022

Place: Pune

Agenda for I/May/2022-23 Meeting of the Board of Directors of the Company scheduled to be held on Thursday, 26th May, 2022.

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	<ol style="list-style-type: none"> 1. To take note of and confirm the Minutes of previous Board Meeting held on 7th February, 2022. 2. To take note of the Minutes of the Stakeholders Relationship Committee Meeting held on 7th February, 2022.
C	Finance
4	To consider and approve the Audited Financial Results and Extracts of Financial Results for the financial year and quarter ended as on 31 st March, 2022.
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	<p>To take note of following Compliance Reports of the Company for the period ended March 31, 2022</p> <ol style="list-style-type: none"> 1. Filing of Closure of Trading Window 2. Filing of Certificate in relation transfer facility under Regulation 7(3) of SEBI (LODR) Regulations, 2015 3. Filing of intimation of non-applicability of Corporate Governance Report. 4. Filing of Statement of reconciliation of Equity share capital. 5. Filing of Certificate of Registrar and Share Transfer Agent under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018. 6. Filing of Status of investors complaints and Legal cases. 7. Filing of Statement on Shareholding pattern. 8. Filing of intimation of non-applicability of Fund raising by issuance of Debt Securities by large Entities. 9. Filing of Certificate of Practicing Company Secretary under Regulation 40(9) SEBI (LODR) Regulations, 2015.

	10. Payment of Annual Listing Fees for the Financial Year 2021-22.
10	To consider and approve the limits of the Related Party Transactions proposed to be entered into by the Company for financial year 2022-23.
E	General
11	Any other matter with the permission of the Chair.

Notes on Agenda for the I/May/2022-23 Meeting of the Board of Directors of the Company scheduled to be held on Thursday, 26th May, 2022.

Note No.	<u>NOTES ON AGENDA FOR THE I/ MAY/2022-23 BOARD MEETING</u>
1	<p>To Elect the Chairman for 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 7th February, 2022</p> <p>Notes: The Minutes of previous meeting of the Board of Directors of the Company held on 7th February, 2022 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> <hr/> <p>To take note of the Minutes of the Stakeholders Relationship Committee Meeting held on 7th February, 2022.</p> <p>Notes: The Board is requested to take note of the minutes of previous meeting of Stakeholders Relationship Committee held on 7th February, 2022, which already have been reviewed & approved by all the members of the Stakeholders Relationship Committee of the Company.</p>

To consider and approve the Audited Financial Results and Extracts of Financial Results for financial year and quarter ended as on 31st March, 2022.

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 31st March, 2022. 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 financial year ended on 31st March, 2022 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 financial year ended on 31st March, 2022 along with the extract of Financial Results including Profit and Loss Account, Assets and Liability Statement for the financial year and fourth quarter ended on 31st March, 2022 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):

“RESOLVED THAT the Audited Financial Statements for the financial year ended on 31st March, 2022 along with the extract of Financial Results including Profit and Loss account, Assets and Liability Statement for the period from 1st April, 2021 to 31st March, 2022 and fourth quarter ended on 31st March, 2022 and the Audit Report tabled before the Meeting be and are hereby approved;

RESOLVED FURTHER THAT any two Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby authorized to sign the aforesaid approved audited Financial Statements on behalf of the Company;

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to sign the aforesaid approved audited Financial results on behalf of the Company;

RESOLVED FURTHER THAT the Company Secretary 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.”

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 (the “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 and financial year ending on 31st March, 2022 will be placed before the meeting.</p> <p>The Board to take note of the same.</p>
6	<p>To take note of the Disclosure of Interest received from directors of the Company under Section 184 of the Companies Act, 2013.</p> <p>Note: This being the first Board Meeting of the Company after the closure of financial year 2021-22, the Board shall note and take on record the notices of disclosure of interest given by all Directors of the Company.</p> <p>In this regard, the following resolution is proposed to be passed in this Board Meeting.</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 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.</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 take note of the declarations received from the Directors of the Company under section 164(2) of the companies act, 2013.</p> <p>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, 2022.</p> <p>In this regard, the following resolution is proposed to be passed in this Board Meeting.</p> <p>The draft resolution is as follows:</p> <p>“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</p>

	<p>directors were disqualified to continue as directors, be noted and 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>
8	<p>To take note of the Declaration given by independent director of the Company stating that he meets 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 from independent Director of the Company to the effect that, as on 31st March 2022, 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.</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 Compliance Reports for the period ended March 31, 2022.</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 the 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 and year ending on March 31, 2022 become generally available.</p> <p>Accordingly Trading Window remained closed from Friday, 1st April, 2022 till the end of 48 hours, after the Financial Results of the Company for the quarter ending on March 21, 2022 became generally available.</p> <p>2. Filing of Certificate in relation transfer facility under Regulation 7(3) of SEBI (LODR) Regulations, 2015</p> <p>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.</p>

Accordingly, the Company has received compliance certificate from Skyline Financial Services Private Limited dated 2nd April, 2022 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, 2022 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 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 twenty one 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 and year ending on March 31, 2022 terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same.

4. 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 have prepared and submitted to the Company reconciliation of share capital Audit Report dated 7th April, 2022 for the quarter and financial year ending as on March 31, 2022.

A copy of the aforesaid report shall be placed at the meeting and 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 the 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 7th April, 2022 received from the Registrar and Share Transfer Agent viz. Skyline Financial Services Private Limited for the year and quarter ended March 31, 2022 and submitted to the recognized Stock Exchange on 11th April, 2022 in respect of the year and quarter ended March 31, 2022 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 year and quarter ended March 31, 2022 will be placed before the Board.

The Board is requested to take note of the same.

7. 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 year and quarter ended March 31, 2022 shall be placed before the Board.

The Board is requested to take note of the same.

8. Filing of intimation of non-applicability of Fund raising by issuance of Debt Securities by large Entities.

Note: With the view of operationalizing the Union Budget 2018-19, SEBI issued a circular **SEBI/HO/DDHS/CIR/P/2018/144 dated 26th November, 2018** with

respect to Fund raising by issuance of Debt securities by Large Entities. The listed entity identified as large entity shall within 45 days of the end of financial year shall disclose details of incremental borrowings done during the financial year.

Whereas, the Company does not require to comply with provisions as it is not identified as Large entity for the year ending as on March 31, 2022. As such, the Company has filed the Non-Applicability intimation letter to the BSE within the time stipulated under SEBI Circular dated November 26, 2018

Accordingly, the Non-Applicability intimation letter on fund raised by issuance of Debt Securities by large corporate was prepared and submitted to the recognized Stock Exchanges in respect of the year ending on March 31, 2022 terms of the above referred Circular 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 M/S SSG and Co., Practicing Company Secretary dated 19th April, 2022 stating the compliance with Regulation 40(9) and same is submitted with Stock Exchanges in respect of the financial year commencing from 1st April, 2021 to 31st March, 2022 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 2021-22.

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 for the financial year 2021-22.

The Board is requested to note the same.

10	<p>To consider and approve the limits of the Related Party Transactions proposed to be entered into by the Company for financial year 2022-23.</p> <p>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 2022-23, which would be in the ordinary course of business of the Company and at Arm's length.</p> <p>In this regard, the following resolution is proposed to be passed in this Board Meeting.</p> <p>Draft Resolution:</p> <p>"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."</p>
11	<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



Nilesh Balasaheb Gawali
Company Secretary

Date: 19th May, 2022

Place: Pune