

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 I/August/2022-23 Meeting of the Board of Directors of **M/s. Bhagyashree Leasing and Finance Limited** (the Company) will be held on **Wednesday, August 10, 2022 at 01.00 P.M.** at the registered office of the Company situated 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: August 03, 2022

Place: Pune

Agenda for I/August/2022-23 Meeting of the Board of Directors of the Company scheduled to be held on Wednesday, August 10, 2022.

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 23, 2022.
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, 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 following Compliance Reports of the Company for the period ended June 30, 2022: Filing of Closure of Trading Window Filing of intimation of non-applicability of Corporate Governance Report. Filing of Statement of reconciliation of equity share capital. Filing of Certificate of Registrar and Share transfer agent under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018. Filing of Status of investors 'complaints and Legal cases. Filing of Statement on Shareholding pattern.
E	Appointment of Internal Auditors
7	To consider and approve the appointment of M D S & Co. LLP, Chartered Accountants (FRN: W100118) as an Internal Auditor for the financial year 2022-23.
F	Approval of Secretarial Audit Report
8	To consider and approve Secretarial Audit Report for the financial year ended 31 st March, 2022.
G	Directors Reports
9	To consider and approve Directors' Report of the Company for the financial year ended 31 st March, 2022.

H	Appointment of Secretarial Auditors
10	To consider and approve the appointment of Amit M. Diwate, Practicing Company Secretary as Secretarial Auditor for the financial year 2022-23.
I	Annual General Meeting
11	To decide the date, time and place of 28 th Annual General Meeting to be held in the month of September 2022 and approve the notice convening the meeting.
J	Cut Off date for AGM
12	To consider and approve the cut-off date for 28 th Annual General Meeting of the Company.
K	Appointment of Scrutinizer
13	To consider and appoint SSG & Co., Company Secretary 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 2023.
L	Appointment of Whole Time Company Secretary as Compliance Officer
14	To consider the appointment of Ms. Gauri Shirish Sodani as a Whole Time Company Secretary of the Company.
M	General
15	Any other matter with the permission of the Chair.

Agenda Notes for I/August/2022-23 Meeting of the Board of Directors of the Company scheduled to be held on Wednesday, August 10, 2022.

Note No.	NOTES ON AGENDA FOR I/AUGUST/2022-23 BOARD MEETING
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 23, 2022.</p> <p>Notes: The Minutes of previous meeting of Board of Directors held on June 23, 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>
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, 2022.</p> <p>Notes: In terms of 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 unaudited Financial Results for the first quarter ended on June 30, 2022 to the Stock Exchange subject to Limited</p>

Review Report 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, unaudited Financial Results of the Company along with the extracts of Financial Results including Profit and Loss account for the first quarter ended on June 30, 2022 and the Limited Review Report by the Statutory Auditors of the Company 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):

Draft Resolution:

“RESOLVED THAT the un-audited Financial Results for the first quarter ended on June 30, 2022 along with the Limited Review Report thereon by the Statutory Auditors of the Company 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;

RESOLVED FURTHER THAT any of the directors or Company Secretary of the Company be and is hereby authorized to act as Compliance office of the Company 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 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 (Listing Regulations).</p> <p>Notes: 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, 2022 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, 2022</p> <p>1. Filing of Closure of trading Window</p> <p>Notes: 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, 2022 become generally available.</p> <p>Accordingly Trading Window remained closed from Friday, July 01, 2022 till the end of 48 hours, after the Financial Results of the Company for the quarter ending on June 30, 2022 becomes generally available.</p> <p>2. Filing of intimation of non-applicability of Corporate Governance Report.</p> <p>Notes: 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 intimation letter to the BSE within</p>

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 June 30, 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 Statement of reconciliation of equity share capital

Notes: 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 July 04, 2022 for the quarter ended June 30, 2022.

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

Notes: 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 July 02, 2022 received from Registrar and Share Transfer Agent viz. Skyline Financial Services Private Limited for the quarter ended June 30, 2022 submitted to the recognized Stock Exchange on July 07, 2022 in respect of the quarter ended June 30, 2022 in terms of the above referred Regulations shall be placed before the Board.

The Board is requested to take note of the same.

	<p>5. Filing of Status of investors 'complaints and Legal cases.</p> <p>Notes: 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.</p> <p>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.</p> <p>Accordingly, statement submitted by the Skyline Financial Services Pvt. Ltd. to the Company under the aforesaid Regulations for the quarter ended June 30, 2022 is placed before the Board.</p> <p>The Board is requested to take note of the same.</p> <p>6. Filing of Statement on Shareholding pattern</p> <p>Notes: 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.</p> <p>Accordingly, statement filed by the Company under the aforesaid Regulation for the quarter ended June 30, 2022 shall be placed before the Board.</p> <p>The Board is requested to take note of the same.</p>
7	<p>To consider and approve the appointment of M D S & Co. LLP, Chartered Accountants (FRN: W100118) as an Internal Auditor for the financial year 2022-23.</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 2022-23.</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 2022-23.</p> <p>In this regard, the following resolution is proposed to be passed at the Board</p>

	<p>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 FRN: W100118, be and are hereby appointed as Internal Auditors of the Company to conduct the Internal Audit for the financial year 2022-23, 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>RESOLVED FURTHER THAT any one of the directors of the Company be and are hereby authorized to finalize 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>
8	<p>To consider and approve Secretarial Audit Report for the financial year ended March 31, 2022.</p> <p>Notes: The Board is requested to consider and approve Secretarial Audit Report for the financial year ended March 31, 2022.</p> <p>In this regard, following resolution(s) are proposed to be passed:</p> <p>Draft Resolution:</p> <p>“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 ended on 31st March, 2022 issued by Amit M. Diwate, Practicing Company Secretary tabled before the meeting be and is hereby approved and adopted.</p> <p>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.”</p>
9	<p>To consider and approve Directors’ Report of the Company for the financial year ended 31st March, 2022.</p> <p>Notes: The Directors’ Report for the financial year ended 31st March, 2022 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</p>

	<p>Meeting.</p> <p>Draft Resolution:</p> <p>“RESOLVED THAT the draft of the Directors’ Report for the financial year ended 31stMarch, 2022 to the members of the Company on the Company’s working and affairs along with the following Statements as required under Section 134 of the Companies Act, 2013 / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as placed before the meeting, be and are hereby approved.</p> <p>RESOLVED FURTHER THAT the Directors’ Report, in accordance with the draft approved by the foregoing resolution, be signed by the Chairman or any two directors of the Company for and on behalf of the Board of Directors of the Company.</p> <p>RESOLVED FURTHER THAT the Directors’ Report along with annexures to be laid before the Company at its ensuing 28th Annual General Meeting.”</p>
10	<p>To consider and approve the appointment of Amit M. Diwate, Practicing Company Secretary as Secretarial Auditor for the financial year 2022-23</p> <p>Notes: The Board is requested to appoint Amit M. Diwate, Practicing Company Secretary, Pune as Secretarial Auditor of the Company for the financial Year 2022-23.</p> <p>In this regard, following resolution(s) are proposed to be passed:</p> <p>Draft Resolution:</p> <p>“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 2022-23, 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.”</p> <p>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.”</p>
11	<p>To decide the date, time and place of 28th Annual General Meeting to be held in the month of September 2022 and approve the notice convening the meeting.</p> <p>Notes: It is proposed to hold the 28th Annual General Meeting (AGM) of the Company in the month of September 2022. In this regard, the draft notice of the 28th AGM is attached herewith for approval of the Board. The Board is requested to</p>

	<p>decide the date, time, and place of 28th AGM 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 28th Annual General Meeting of the Company be called on Tuesday, 20th Day of September, 2022, at the registered office of the Company at 03:30P.M. (IST) to transact the businesses as mentioned in the notice, and that the draft of notice of the said 28thAnnual General Meeting as placed before the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorised to sign and circulate the said notice, along with the necessary documents as mandated under the Section 101 and 136 of the Companies Act, 2013, among the members of the Company.”</p>
12	<p>To consider and approve the cut-off date for 28th Annual General Meeting of the Company.</p> <p>Notes: Pursuant to the relevant provisions of the Companies Act, 2013 and 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 28th 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 Wednesday, September 14, 2022 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 28th Annual General Meeting of the Company to be held in the calendar year 2022.”</p>
13	<p>To consider and appoint SSG & Co., Company Secretary 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 2023.</p> <p>Notes: It is proposed that SSG & Co., Company Secretary, Pune, to be appointed as 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 2023.</p> <p>The directors are requested to consider the same and approve the following resolution.</p>

	<p>Draft Resolution-</p> <p>“RESOLVED THAT SSG & Co., Practicing Company Secretary, Pune be and is hereby appointed as Scrutinizer 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 2023 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.”</p>
14	<p>To consider the appointment of Ms. Gauri Shirish Sodani as a Whole Time Company Secretary of the Company.</p> <p>Notes: As the Company is a Listed entity, it is required to file various documents and certificates with the Stock Exchange for which the Company is intended to appoint Company Secretary as a Compliance officer of the Company under regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 203 of the Companies Act, 2013 who shall file all the documents as may be required necessary with the Stock Exchange.</p> <p>In this regard, the following resolution(s) is proposed to be passed at the Board Meeting.</p> <p>Draft Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Section 203 of the Companies Act, 2013 (the “Act”) read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act and rules framed thereunder (including any statutory modification, amendments or re-enactment thereof), if any, the consent of the Board be and is hereby accorded for appointment of Ms. Gauri Shirish Sodani, an Associate Member of the Institute of Company Secretaries of India holding membership number 68250 and prescribed qualification under 2(4) of the (Appointment and Qualification of Secretary) Rules, 1988, as Company Secretary (Whole-time Key Managerial Personnel) of the Company with immediate effect to perform duties which may be performed by a Secretary under the Companies Act, 2013 and any other duties assigned to her by the Board from time to time at such remuneration as may be decided by the Board in Appointment Letter.</p> <p>RESOLVED FURTHER THAT pursuant to Regulation 6 of the SEBI (Listing Obligation Disclosure Requirements), Regulation 2015 Ms. Gauri Shirish Sodani, be and is hereby designated and appointed as the Compliance Officer of the Company and authorized to make all the compliances as may be applicable to the Company under the SEBI (Listing Obligation Disclosure Requirements), Regulation 2015 and various other SEBI Regulations as may be applicable to the Company from time to time.</p>

	<p>RESOLVED FURTHER THAT Ms. Gauri Shirish Sodani be and is hereby authorized to act as Compliance office of the Company to forward the 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 and to do all acts, deeds, things, matters necessary to give effect to above resolutions.</p> <p>RESOLVED FURTHER THAT Ms. Gauri Shirish Sodani, be and is hereby authorized to sign on behalf of the Company various document(s), letter(s), form(s) and file form(s), return(s) as may be necessary and to do all such acts, deeds, matters, things incidental to the position as per the Act and rules made thereunder.</p> <p>RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign physically / digitally any document(s), letter(s), form(s) and submit e-form DIR-12 and / or any other document(s), letter(s), form(s) with the Registrar of Companies and to carry out all other acts, deeds, matters, things as may be necessary for giving effect to this resolution.”</p>
14	<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 BHAGYASHREE LEASING AND FINANCE LIMITED

MANJIRI HARISHCHANDRAKAR
Group Company Secretary

Date: August 03, 2022

Place: Pune