

**BHAGYASHREE LEASING AND FINANCE LIMITED**

**CIN: L65910PN1994PLC138655**

Regd office: 1<sup>st</sup> Floor, Kumar Capital, 2413, East Street, Camp Pune -411001

Tel. 263550660, 30528888 FAX: 91-20-26353365

**Email: manjiri.h@kumarworld.com**

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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 I/February/2022-23 Meeting of the Board of Directors of **M/s. Bhagyashree Leasing and Finance Limited** (the Company) will be held on **Wednesday, February 08, 2023 at 01.00 P.M.** at the registered office of the Company situated at 2413, 1<sup>st</sup> 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 [csgaurisodani@gmail.com](mailto:csgaurisodani@gmail.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**



**Gauri Sodani**

**Company Secretary**



**Date: 16<sup>th</sup> January, 2023**

**Place: Pune**

**Agenda for I/February/2022-23 Meeting of the Board of Directors of the Company scheduled to be held on Wednesday, February 08, 2023.**

<b>Sr. No.</b>	<b>Particulars</b>
<b>A</b>	<b>Directors</b>
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>B</b>	<b>Minutes</b>
3	To take note of and confirm the Minutes of previous Board Meeting held on 08 <sup>th</sup> November, 2022.
<b>C</b>	<b>Finance</b>
4	To consider and approve the unaudited Financial Results and Extracts of Financial Results of the Company for the year to date and quarter ended on December 31, 2022.
<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 31, 2022: <ol style="list-style-type: none"> <li>1. Filing of Closure of Trading Window</li> <li>2. Filing of intimation of non-applicability of Corporate Governance Report.</li> <li>3. Filing of Statement of reconciliation of equity share capital.</li> <li>4. Filing of Certificate of Registrar and Share transfer agent under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018.</li> <li>5. Filing of Status of investors 'complaints and Legal cases.</li> <li>6. Filing of Statement on Shareholding pattern.</li> </ol>
<b>E</b>	<b>General</b>
7	Any other matter with the permission of the Chair.



**Agenda Notes for I/February/2022-23 Meeting of the Board of Directors of the Company scheduled to be held on Wednesday, February 08, 2023.**

Note No.	NOTES ON AGENDA FOR I/FEBRUARY/2022-23 BOARD MEETING
1	<p><b>To elect the Chairman of 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>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:</p> <ul style="list-style-type: none"> <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 to the proceedings of the meeting at the location mentioned in clause (b).</li> </ul> <p>Thereafter, the Chairman of the Company shall confirm the required quorum is present and then commence the meeting.</p>
3	<p><b>To take note of and confirm the Minutes of previous Board Meeting held on 08<sup>th</sup> November, 2022.</b></p> <p><b>Notes:</b> The Minutes of previous meeting of Board of Directors held on 08<sup>th</sup> November, 2022 which already have been reviewed &amp; approved by all of the Directors of the Company, shall be signed by the Chairman of the Meeting.</p>
4	<p><b>To consider and approve the unaudited Financial Results and Extracts of Financial Results of the Company for the year to date and quarter ended on December 31, 2022.</b></p> <p><b>Notes:</b> 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 every quarter to the Stock Exchange subject to Limited Review Report by the Statutory Auditors of the Company.</p> <p>In terms of Regulation 47 of the Listing Regulations, the extract of financial results is also</p>

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 Third quarter and nine months ended on December 31, 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 quarter and nine months ended on December 31, 2022 along with the Limited Review Report 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** Ms. Gauri Sodani, Company Secretary and Compliance Officer 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 and to do all acts, deeds, things, matters necessary to give effect to above resolutions.”



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 (Listing Regulations).</b></p> <p><b>Notes:</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, 2022 will be placed before the meeting.</p> <p>The Board to take note of the same.</p>
6	<p><b>To take note of following Compliance Reports of the Company for the period ended December 31, 2022</b></p> <p><b>1. Filing of Closure of trading Window</b></p> <p><b>Notes:</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 the 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, 2022 become generally available.</p> <p>Accordingly Trading Window <b>remained closed from Sunday, January 01, 2023 till the end of 48 hours</b> after the Financial Results of the Company for the quarter ending on December 31, 2022 becomes generally available.</p> <p><b>2. Filing of intimation of non-applicability of Corporate Governance Report.</b></p> <p><b>Notes:</b> 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 the time stipulated under Regulation 27(2) of the Listing Regulations.</p> <p>Accordingly, the Non-Applicability intimation letter on Corporate Governance prepared and submitted to the recognized Stock Exchanges in respect of the quarter ended on</p>

December 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 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 January 06, 2023 for the quarter ended December 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.

### **4. Filing of Certificate of Registrar and Share transfer agent under Regulation 74(5) of the 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 January 04, 2023 received from Registrar and Share Transfer Agent viz. Skyline Financial Services Private Limited for the quarter ended December 31, 2022 submitted to the recognized Stock Exchange on January 05, 2023 in respect of the quarter ended December 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.

### **5. Filing of Status of investors 'complaints and Legal cases.**

**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



	<p>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 December 31, 2022 is placed before the Board.</p> <p>The Board is requested to take note of the same.</p> <p><b>6. Filing of Statement on Shareholding pattern</b></p> <p><b>Notes:</b> 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 December 31, 2022 shall be placed before the Board.</p> <p>The Board is requested to take note of the same.</p>
7	<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>

Thanking you,  
Yours faithfully,

For BHAGYASHREE LEASING AND FINANCE LIMITED

  
  
**Gauri Sodani**  
**Company Secretary**

**Date:** 16<sup>th</sup> January, 2023  
**Place:** Pune