

**BHAGYASHREE LEASING AND FINANCE LIMITED**  
1ST FLOOR, KUMAR CAPITAL, 2413, EAST STREET,  
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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) Regulations, 2015, Notice is hereby given that the 1<sup>st</sup> Meeting of the Board of Directors of **M/s. Bhagyashree Leasing and Finance Limited** (the "Company") will be held on **Monday, 29<sup>th</sup> May, 2023 at 03.00 P.M.** at the registered office of the Company situated at 1<sup>st</sup> Floor, Kumar Capital, 2413, 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 of the scheduled date of the meeting either by post/courier at the registered office of the Company, or by email at [cs@gaursodani@gmail.com](mailto:cs@gaursodani@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 and Compliance Officer

Date: 20<sup>th</sup> May, 2023  
Place: Pune

**Agenda for I/May/2023-24 Meeting of the Board of Directors of the Company scheduled to be held on Monday, 29<sup>th</sup> May, 2023.**

<b>Sr. No.</b>	<b>Particulars</b>
<b>A</b>	<b>Directors</b>
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>B</b>	<b>Minutes</b>
3	1. To take note of and confirm the Minutes of previous Board Meeting held on 08 <sup>th</sup> February, 2023.  2. To take note of the Minutes of the Stakeholders Relationship Committee Meeting held on 08 <sup>th</sup> February, 2023.
<b>C</b>	<b>Finance</b>
4	To consider and approve the Audited Financial Results and Extracts of Financial Results for the financial year and quarter ended as on 31 <sup>st</sup> March, 2023.
<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 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(1) and (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, 2023-  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.



	<p>9. Filing of Certificate of Practicing Company Secretary under Regulation 40(9) of the SEBI (LODR) Regulations, 2015.</p> <p>10. Filing of intimation of website under Regulation 46 of the SEBI (LODR) Regulations, 2015</p> <p>11. Filing of Compliance Certificate under Regulation 3(5) and (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>
10	To take note the Tri-Partite Agreement executed by the Company for availing e-voting services from NSDL.
11	To consider and approve the limits of the Related Party Transactions proposed to be entered into by the Company for financial year 2023-24.
<b>E</b>	<b>Appointment of Internal Auditors</b>
12	To consider and approve the appointment of M D S & Co. LLP, Chartered Accountants (FRN: W100118) as an Internal Auditor for the financial year 2023-24.
<b>F</b>	<b>Approval of Secretarial Audit Report</b>
13	To consider and approve the Secretarial Audit Report for the financial year ended 31 <sup>st</sup> March, 2023.
<b>G</b>	<b>Approval of the Directors Reports</b>
14	To consider and approve the Directors' Report of the Company for the financial year ended 31 <sup>st</sup> March, 2023.
<b>H</b>	<b>Appointment of Secretarial Auditors</b>
15	To consider and approve the appointment of Mr. Amit M. Diwate, Practicing Company Secretary as Secretarial Auditor for the financial year 2023-24.
<b>I</b>	<b>Annual General Meeting</b>
16	To decide the date, time and place of 29 <sup>th</sup> Annual General Meeting to be held in the calendar year 2023 and approve the notice convening the meeting.
<b>J</b>	<b>Cut Off date for AGM</b>
17	To consider and approve the cut-off date for 29 <sup>th</sup> Annual General Meeting of the Company.
<b>K</b>	<b>Appointment of Scrutinizer</b>
18	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 2024.
<b>L</b>	<b>General</b>
19	Any other matter with the permission of the Chair.

**Notes on Agenda for the I/May/2023-24 Meeting of the Board of Directors of the Company  
scheduled to be held on Monday, 29<sup>th</sup> May, 2023.**

Note No.	<b><u>NOTES ON AGENDA FOR THE I/ MAY/2023-24 BOARD MEETING</u></b>
1	<p><b>To elect the Chairman for 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/ she is participating</li> <li>c) That he/ she 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> February, 2023</b></p> <p><b>Notes:</b> The Minutes of previous meeting of the Board of Directors of the Company held on 08<sup>th</sup> February, 2023 which already have been reviewed &amp; approved by all of the Directors of the Company, shall be confirmed / signed by the Chairman of the Meeting.</p> <hr/> <p><b>To take note of the Minutes of the Stakeholders Relationship Committee Meeting held on 08<sup>th</sup> February, 2023.</b></p> <p><b>Notes:</b> The Board is requested to take note of the Minutes of previous meeting of Stakeholders Relationship Committee held on 08<sup>th</sup> February, 2023, which already have been reviewed &amp; approved by all the members of the Stakeholders Relationship Committee of the Company.</p>
4	<p><b>To consider and approve the Audited Financial Results and Extracts of Financial Results for financial year and quarter ended as on 31<sup>st</sup> March, 2023.</b></p> <p><b>Notes:</b> 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 31<sup>st</sup> March, 2023. Further as per regulation 33 of the Securities and Exchange Board of India (Listing</p>



Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company is required to submit the Financial Results for the quarter and financial year ended on 31<sup>st</sup> March, 2023 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 31<sup>st</sup> March, 2023 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 31<sup>st</sup> March, 2023 and the Audit Report will be placed at the Board Meeting. The Board to peruse and is requested to 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 Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2023 along with the extract of Financial Results including Profit and Loss account, Assets and Liability Statement for the period from 01<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and fourth quarter ended on 31<sup>st</sup> March, 2023 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 resolution."

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 (the "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 financial year ending on 31<sup>st</sup> March, 2023 will be placed before the Directors.</p> <p>The Board is requested to take note of the same.</p>
6	<p><b>To take note of the Disclosure of Interest received from directors of the Company under Section 184 of the Companies Act, 2013.</b></p> <p><b>Notes:</b> This being the first Board Meeting of the Company after the closure of financial year 2022-23, 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><b>Draft Resolution:</b></p> <p><b>"RESOLVED THAT</b> 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><b>RESOLVED FURTHER THAT</b> 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><b>To take note of the declarations received from the Directors of the Company under Section 164 (1) and (2) of the Companies Act, 2013.</b></p> <p><b>Notes:</b> 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 31<sup>st</sup> March, 2023.</p> <p>In this regard, the following resolution is proposed to be passed in this Board Meeting.</p> <p><b>Draft Resolution:</b></p> <p><b>"RESOLVED THAT</b> pursuant to sub-section 1 and 2 of Section 164 of the Companies</p>



	<p>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 31<sup>st</sup> March 2023, none of the Directors were disqualified to continue as Directors, be noted and taken on record.</p> <p><b>RESOLVED FURTHER THAT</b> 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><b>To take note of the Declaration given by independent Director of the Company stating that he meets the criteria of independence.</b></p> <p><b>Notes:</b> 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><b>Draft Resolution:</b></p> <p><b>"RESOLVED THAT</b> the declaration of independence received from independent Director of the Company to the effect that, as on 31<sup>st</sup> March 2023, 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><b>RESOLVED FURTHER THAT</b> 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><b>To take note of Compliance Reports for the period ended March 31, 2023.</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/sBhagyashree Leasing and Finance Limited, framed in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015the <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 and year ending on March 31, 2023become generally available.</p> <p>Accordingly Trading Window <b>remained closed from Saturday, 01<sup>st</sup>April, 2023 till the end of 48 hours</b>, after the Financial Results of the Company for the quarter ending on March 31, 2023became generally available.</p> <p><b>2. Filing of Certificate in relation to transfer facility under Regulation 7(3) of SEBI (LODR) Regulations, 2015</b></p>



**Notes:** 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 03<sup>rd</sup> April, 2023 stating the compliance with Regulation 7(3) of SEBI (LODR) Regulations, 2015 and submitted to the recognized Stock Exchanges in respect of the financial year ended on 31<sup>st</sup> March, 2023 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.**

**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.

Whereas, the Company does not require to comply with the 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 with 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 ending on 31<sup>st</sup> March, 2023 in 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**

**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. BokilPunde and Associates, Practicing Company Secretaries have prepared and submitted to the Company reconciliation of share capital Audit Report dated 17<sup>th</sup> April, 2023 for the quarter ending as on 31<sup>st</sup> March, 2023.

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**



**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 04<sup>th</sup> April, 2023 received from the Registrar and Share Transfer Agent viz. Skyline Financial Services Private Limited for the year and quarter ended 31<sup>st</sup> March, 2023 and submitted to the recognized Stock Exchange on 05<sup>th</sup> April, 2023 in respect of the year and quarter ended 31<sup>st</sup> March, 2023 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.**

**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.

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 31<sup>st</sup> March, 2023 will be placed before the Board.

The Board is requested to take note of the same.

#### **7. Statement on Shareholding pattern**

**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.

Accordingly, statement filed by the Company under the aforesaid Regulation for the quarter ended on 31<sup>st</sup> March, 2023 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.**

**Notes:** With the view of operationalizing the Union Budget 2018-19, SEBI issued a circular **SEBI/HO/DDHS/CIR/P/2018/144 dated 26<sup>th</sup> 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 from 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 31<sup>st</sup> March, 2023. 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 31<sup>st</sup> March, 2023, 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 thirty days from the end 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 18<sup>th</sup> April, 2023 stating the compliance with Regulation 40(9) and same is submitted with Stock Exchanges in respect of the financial year commencing from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 in terms of the above referred Regulation shall be placed before the Board.

The Board is requested to take note of the same.

#### **10. Filing of intimation of website under Regulation 46 of the SEBI (LODR) Regulations, 2015**

**Note:** Pursuant to Regulation 46 of the SEBI (LODR) Regulations, 2015 the listed entity shall maintain a functional website containing the basic information of the listed entity and such other details as prescribed under the Regulation.

The Company has filed intimation about the maintenance of a functional website with BSE Limited on 09<sup>th</sup> March, 2023.

The Board is requested to note the same.



	<p><b>11. Filing of Compliance Certificate under Regulation 3(5) and (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</b></p> <p><b>Notes:</b> Pursuant to Regulation 3 (5) and (6) of SEBI (Prohibition of Insider Trading Regulations) 2015 the Board of Directors or head of the Organization of every person handling Unpublished price sensitive information shall ensure that an structured Digital database is maintained containing the nature of unpublished price sensitive information and the names of person having access to such information.</p> <p>In pursuance to circular No 20221028-15 and 20221028-16 dated October 28, 2022 issued by Bombay stock Exchange, the Company was required to submit the Compliance Certificate duly signed by the Company Secretary or Practicing Company Secretary.</p> <p>Accordingly, the Company submitted the Certificate duly signed by the Company Secretary of the Company on 20<sup>th</sup> April, 2023.</p> <p>The Board is requested to take note of the same.</p>
10	<p><b>To take a note the tri-partite agreement executed by the Company for availing e-voting services from NSDL.</b></p> <p><b>Note:</b> The Company has executed a tri-partite agreement with Registrar and Transfer Agent of the Company i.e. Skyline Financial Services Pvt. Ltd and the National Securities Depository Limited (NSDL) dated 02<sup>nd</sup> February, 2023 for availing services of electronic voting platform of NSDL.</p> <p>The Board is requested to note the same.</p>
11	<p><b>To consider and approve the limits of the Related Party Transactions proposed to be entered into by the Company for financial year 2023-24.</b></p> <p><b>Note:</b> 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 during the financial year 2023-24, which would be in the ordinary course of business of the Company and at arm's length basis.</p> <p>In this regard, the following resolution is proposed to be passed in this Board Meeting.</p> <p><b>Draft Resolution:</b></p> <p><b>"RESOLVED THAT</b> 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>

12	<p>To consider and approve the appointment of <b>M/s M D S &amp; Co., LLP, Chartered Accountants (FRN: W100118)</b> as an Internal Auditor of the Company for the financial year 2023-24.</p> <p><b>Notes:</b> 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 2023-24.</p> <p>Accordingly, the Chairman proposes the appointment of <b>M/s M D S &amp; Co. LLP, Chartered Accountants (FRN: W100118)</b> as the Internal Auditors of the Company for the financial year 2023-24.</p> <p>In this regard, the following resolution is proposed to be passed at the Board Meeting.</p> <p><b>Draft Resolution:</b></p> <p><b>"RESOLVED THAT</b> pursuant to the 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 ) <b>M/s M D S &amp; Co. LLP, Chartered Accountants</b>, Pune having <b>FRN: W100118</b>, be and are hereby appointed as Internal Auditors of the Company to conduct the Internal Audit for the financial year 2023-24, 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><b>RESOLVED FURTHER THAT</b> any one of the directors of the Company be and is 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>
13	<p>To consider and approve the <b>Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2023.</b></p> <p><b>Notes:</b> The Board is requested to consider and approve the Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2023.</p> <p>In this regard, the following resolution is proposed to be passed:</p> <p><b>Draft Resolution:</b></p> <p><b>"RESOLVED THAT</b> 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 31<sup>st</sup> March, 2023 issued by <b>Mr.Amit M. Diwate, Practicing Company Secretary</b> tabled before the meeting be and is hereby approved and adopted.</p> <p><b>RESOLVED FURTHER THAT</b> any one of the Director of the Company be and is</p>



	hereby authorized to do all the necessary filings and any other act in this regard as required."
14	<p><b>To consider and approve the Directors' Report of the Company for the financial year ended 31<sup>st</sup> March, 2023.</b></p> <p><b>Notes:</b> The Directors' Report for the financial year ended 31<sup>st</sup> March, 2023 will be circulated to the Board for its approval.</p> <p>In this regard, the following resolution is proposed to be passed at the Board Meeting.</p> <p><b>Draft Resolution:</b></p> <p><b>"RESOLVED THAT</b> the draft of the Directors' Report for the financial year ended 31<sup>st</sup> March, 2023, on the Company's working and affairs along with the 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><b>RESOLVED FURTHER THAT</b> 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><b>RESOLVED FURTHER THAT</b> the Directors' Report along with annexures be laid before the members of the Company at its ensuing 29<sup>th</sup> Annual General Meeting."</p>
15	<p><b>To consider and approve the appointment of Mr. Amit M. Diwate, Practicing Company Secretary as Secretarial Auditor for the financial year 2023-24.</b></p> <p><b>Notes:</b> The Board is requested to appoint <b>Amit M. Diwate, Practicing Company Secretary</b>, Pune as Secretarial Auditor of the Company for the financial Year 2023-24.</p> <p>In this regard, following resolution is proposed to be passed:</p> <p><b>Draft Resolution:</b></p> <p><b>"RESOLVED THAT</b> 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) <b>Mr. Amit M. Diwate, Practicing Company Secretary</b>, Pune be and is hereby appointed as Secretarial Auditor of the Company to conduct Secretarial Audit for the financial year 2023-24, 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><b>RESOLVED FURTHER THAT</b> 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>

16	<p><b>To decide the date, time and place of 29<sup>th</sup> Annual General Meeting to be held in the calendar year 2023 and approve the notice convening the meeting.</b></p> <p><b>Notes:</b> the Board is required to hold the 29<sup>th</sup> Annual General Meeting (AGM) of the Company in the calendar year 2023. In this regard, the draft notice of the 29<sup>th</sup> AGM is attached herewith for approval of the Board. The Board is requested to decide the date, time, and place of the 29<sup>th</sup> AGM of the Company.</p> <p>In this regard, the following resolution is proposed to be passed in this Board Meeting.</p> <p><b>Draft Resolution:</b></p> <p><b>"RESOLVED THAT</b> the 29<sup>th</sup> Annual General Meeting of the Company be called on [•], [•] day of [•], 2023, at the registered office of the Company at [•] A.M/P.M. (IST) to transact the businesses as mentioned in the notice, and that the draft of notice of the said 29<sup>th</sup> Annual General Meeting as placed before the meeting be and is hereby approved.</p> <p><b>RESOLVED FURTHER THAT</b> 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>
17	<p><b>To consider and approve the cut-off date for 29<sup>th</sup> Annual General Meeting of the Company.</b></p> <p><b>Notes:</b> 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 29<sup>th</sup> Annual General Meeting of the Company.</p> <p>In this regard, the following resolution is proposed to be passed in this Board Meeting.</p> <p><b>Draft Resolution:</b></p> <p><b>"RESOLVED THAT</b> the [•], [•][•], 2023 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 29<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2023."</p>
18	<p><b>To consider and appoint M/S SSG &amp; 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 2024.</b></p> <p><b>Notes:</b> It is proposed to appoint M/SSSG &amp; Co., Company Secretary, Pune, as the Scrutinizers of the Company for conducting Poll and to scrutinize e-voting at the Annual General Meeting of the Company to be held in the calendar year 2024.</p>



	<p>The directors are requested to consider the same and approve the following resolution.</p> <p><b>Draft Resolution:</b></p> <p><b>"RESOLVED THAT M/s SSG &amp; 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 2024 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."</b></p>
12	<p><b>Any other matter with the permission of the Chair.</b></p> <p><b>Notes:</b> The Board of Directors may discuss or pass resolution on any other 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**

*Gauri Sodani*

Gauri Sodani  
Company Secretary



Date: 20<sup>th</sup> May, 2023  
Place: Pune