

**CLASSIC LEASING & FINANCE LIMITED**

CIN: L65921WB1984PLC037347

Regd. Office: 16A, Everest House, 46C, J.L. Nehru Road, Kolkata-700071

Phone: 033-2288 3104 Fax: +91-33-22430021

Website: www.classicleasing.net, Email: classicleasingnfinance@gmail.com

**Notice to the Shareholders**

**NOTICE** IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF CLASSIC LEASING & FINANCE LIMITED will be held on Friday, 28<sup>th</sup> September, 2018 at 12:00 p.m. at 16A, Everest House, 46C, J.L. Nehru Road, Kolkata-700071 to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Prashant Bothra (DIN: 01785920), who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board  
For Classic Leasing & Finance Limited

Registered Office:  
16A, Everest House, 46C, J.L. Nehru Road,  
Kolkata-700071

Place: Kolkata  
Date : 23.08.2018

Sd/-  
**Nikhita Shukla**  
Company Secretary

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013 and rules made there under a person can act as a proxy on behalf of the member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Also, a member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other person or member. If a proxy is appointed for more than 50 (fifty) members, he/she shall choose any 50 (fifty) members and confirm the same to the company before the commencement of specified period for inspection. In case, proxy fails to do so, the company shall consider only first 50 (fifty) proxies as valid. The instrument appointing the proxy shall be in writing and be signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it and in order to be effective, should be deposited at the registered office of the Company, duly completed stamped and signed, not less than 48 (Forty Eight) hours before the commencement of the meeting. A proxy form is annexed to this Report.

Further, proxies submitted on behalf of authorized representative of the companies, societies etc. must be supported by appropriate resolution/authority, as applicable. Members who hold shares in dematerialized form are requested to bring their Photo Identity Card for easy identification of attendance at the meeting. Every member entitled to vote at the meeting shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to

inspect the proxies lodged, at any time during business hours between 11 a.m. to 6 p.m., provided that not less than 3 days notice in writing of the intention to inspect is given by the member to the Company.

2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution together with respective specimen signature of those representative(s) authorized under said resolution to attend and vote on their behalf at the meeting.
3. Members/ proxies / authorized representatives should bring the duly filled attendance slip to attend the meeting.
4. The Annual Report of the Company for the Financial Year 2017-18, circulated to the members of the Company, is also uploaded on the Company's website "[www.classicleasing.net](http://www.classicleasing.net)".
5. Members holding shares in physical mode are requested to intimate any change in their address to the Registrar and Share Transfer Agent, R&D Infotech Private Limited, at their Corporate Office 7A, Beltala Road, 1st Floor, Kolkata 700026 and members holding shares in demat mode are requested to intimate any change in their address or bank mandates to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from Depository Participant and holding should be verified.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive).
7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, R&D Infotech Private Limited, at their Corporate Office 7A, Beltala Road, 1st Floor, Kolkata 700026, enclosing their share certificates to enable the Company to consolidate their holdings into single folio.
8. Members are requested to quote the Folio/Client ID & DP ID Nos. in all correspondences.
9. Electronic copy or web link of the Annual Report for the financial year 2017-18 and the Notice of the Eighteenth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and route map is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form upon request. However, members who have not registered their email address, shall be furnished with physical copies of the aforesaid Notice of Eighteenth Annual General Meeting of the Company in the permitted mode. Members are also informed that the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form shall also be available on the website of the Company viz. [www.classicleasing.net](http://www.classicleasing.net) and on the website of the NSDL for their download.  
  
In keeping view with Ministry of Corporate Affairs "Green Initiatives" measures and applicable provisions of Companies Act, 2013 read with Rules there under, the Company requests members who have not registered their e-mail address so far, to register their e-mail address for receiving all communications including Annual Report, notices etc from the Company electronically.
10. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available for inspection at the Annual General Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat mode are, therefore requested to submit PAN details to their Depository Participant. Members holding shares in

physical mode can also submit their PAN details to the Company's Registrar and Share Transfer agent, R&D Infotech Private Limited, at their Corporate Office 7A, Beltala Road, 1st Floor, Kolkata 700026.

12. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified via Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has permitted for effecting the transfer of securities in dematerialized form with a depository.
13. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the notice. Requisite declarations/ consent have been received from the Directors for his/her appointment/re-appointment.
14. a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereto, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed at the Annual General Meeting as stated in the Notice by electronic means from a place other than venue of the meeting i.e. remote e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of Annual General Meeting (remote e-voting) will be provided by NSDL.  
**The detailed process for exercising the e-voting facility is enclosed and is being sent as a part of the Notice. Members are requested to carefully read the instructions of e-voting before exercising their vote.**
- b) The e-voting facility will be made available during the following period:  
**Commencement of e-voting:** From 9:00 a.m. on Tuesday, 25<sup>th</sup> September, 2018  
**End of e-voting:** Up to 5:00 p.m. on Thursday, 27<sup>th</sup> September, 2018  
  
**Members holding shares either in physical or dematerialized mode as on the cut-off date viz. , Friday, 21<sup>st</sup> September, 2018 may exercise their vote electronically.**
- c) In case a person becomes a member of the Company after the dispatch of the Notice but on or before the cut-off date for e-voting i.e. **Friday, 21<sup>st</sup> September, 2018**, he/she may write to the Registrar requesting for user id and password.
- d) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- e) The voting rights of the members shall be one vote per paid up equity share, registered in the name of the shareholders/beneficial owners as on the cut-off date being **Friday, 21<sup>st</sup> September, 2018**
- f) A person who is not a member as on cut-off date should treat this notice for the information purpose only.
- g) The Board of Directors has appointed Mr. Jeevan Kumar Jha, Company Secretary in Practice, (Membership No. ACS: 51065) (Address: RATIONAL ASSOCIATES, 7A, Beltala Road, Kolkata – 700 026 ), as the Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner.
- h) The scrutinizer shall after the conclusion of meeting count the votes cast at the meeting, thereafter unblock the votes cast by remote e-voting in the presence of at least 2 (Two) witnesses not in employment of the Company and within a period not exceeding 3 days from the conclusion of the meeting submit a consolidated scrutinizer's report of total votes cast (e-voting & ballot) in favour or against it to the Chairman of the meeting or any person authorized by the Chairman. The Chairman of the meeting or any person authorized by the Chairman shall counter-sign the same and shall declare the results of voting forthwith.

- i) The results of e-voting will be communicated to the Stock Exchanges where equity shares of the Company are listed viz. BSE Limited and The Calcutta Stock Exchange Limited. Further, the results so declared along with the Scrutinizer's Report shall also be placed on the website of the Company as well as on the website of NSDL immediately after declaration of results by the Chairman or any person authorized by him in writing.

By Order of the Board  
For **Classic Leasing & Finance Limited**

Registered Office:  
16A, Everest House, 46C, J.L. Nehru Road,  
Kolkata-700071

Place: Kolkata  
Date : 23.08.2018

Sd/-  
**Nikhita Shukla**  
Company Secretary

**Annexure to the notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

**Brief Profile of the Directors seeking appointment/ re-appointment at the Annual General Meeting**

<b>Name of Director</b>	<b>Mr. Prashant Bothra</b>
<b>DIN</b>	01785920
<b>Date of Birth</b>	22 <sup>nd</sup> January, 1982
<b>Date of Appointment as Director</b>	30 <sup>th</sup> December, 2000
<b>Qualification</b>	MBA from Charles Sturt University & B. Com (Hons)
<b>Member of the Committees of the Board of Directors of the Company</b>	Audit Committee- Member Nomination & Remuneration Committee- Member Stakeholder Relationship Committee- Member
<b>Directorship held in any other listed entity</b>	NIL
<b>Membership in the Committees of the Board of Directors of other Listed Entity in which he is a Director</b>	NIL
<b>No. of Equity Shares held in the Company</b>	NIL
<b>Inter-se Relation-ships between Director</b>	Son of Mr. Vijay Bothra

### **Process and manner of e-voting**

The procedure to login for e-Voting website is given below:

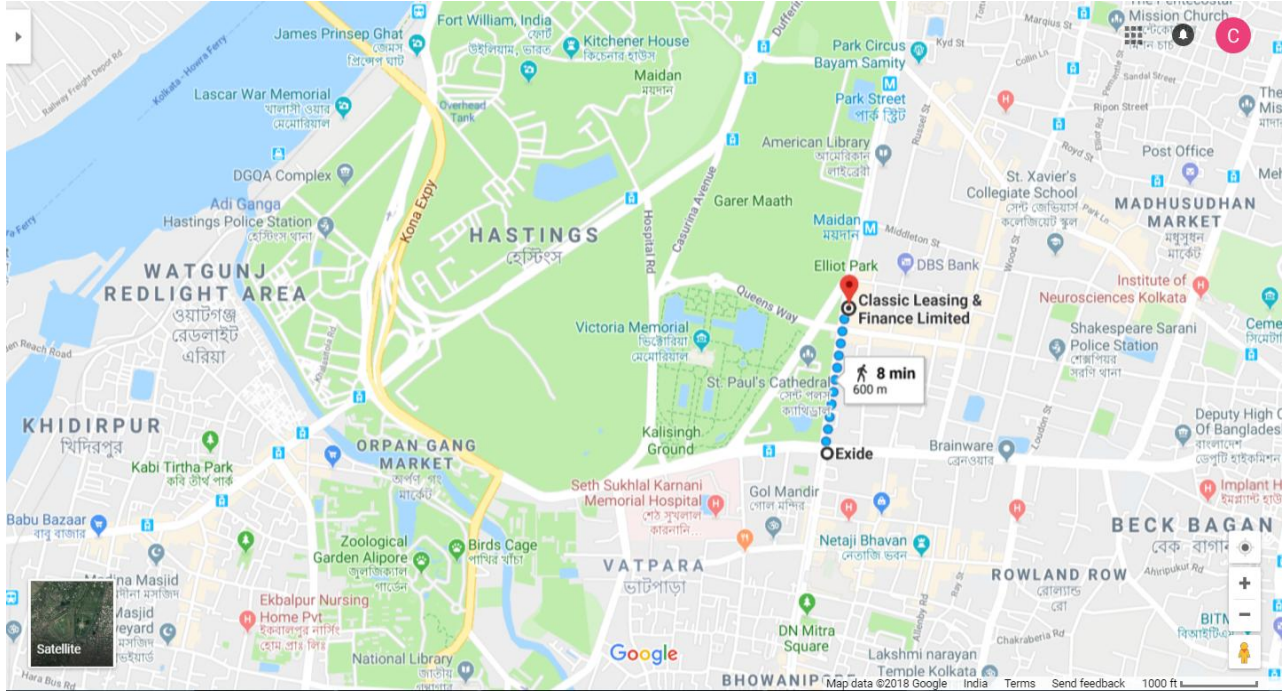
1. A. NEW USER: Open the attached PDF file “CLFL\_e-voting.pdf” giving your Client ID (in case you are holding shares in demat mode) (Client Id is xxxx8800, please note xxxx are the first 4 digits of your Client ID) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password.  
B. EXISTING USER: Use existing User ID and Password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID (DP-ID + CLIENT-ID) (DP ID is IN302201 and Client Id is xxxx8800 then User-id will be IN302201xxxx8800, please note xxxx are the first 4 digits of your Client ID. Example, in case the DPID is IN600570 and Client ID is 20004951 then User ID will be IN60057020004951) and password as initial password noted in step (1) above and Click Login
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of the Company Members can cast their vote online.
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [csjeevanjha@gmail.com](mailto:csjeevanjha@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in);

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the Member.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 022-2499 4600.

## Route Map of the AGM Venue



**16A, Everest House,  
46C, J.L. Nehru Road,  
Kolkata-700071**