



To
The Chairman
34th Annual General Meeting of the Equity Shareholders of
M/S. CLASSIC LEASING & FINANCE LIMITED
(L65921WB1984PLC037347)
16A, Everest House,
46C, J.L. Nehru Road
Kolkata- 700 071

Dear Sir,

Sub: Passing of resolution(s) through remote electronic voting and voting through Physical venue of the AGM, pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended by Companies (Management and Administration) Amendment Rule, 2015

I, Prakash Kumar Shaw, Practising Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of M/s. Classic Leasing & Finance Limited ("Company") on 14.08.2017 for the purpose of scrutinizing the remote e-voting process and voting through physical ballot at the venue of AGM, in a fair and transparent manner under the provision of clause (ix) of sub-rule 3 of Rule 20 of Companies (Management and Administration) Rule, 2014.

Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirements of the related provisions of the Companies Act, 2013 and allied Rules pertaining to remote e-voting process and through poll process, on the Resolutions as contained in the Notice to 34th Annual General Meeting of the Company dated 18th September, 2017.

Responsibility as a Scrutinizer

My responsibility as a Scrutinizer for the remote e-voting process and for the voting through poll at the 34th Annual General Meeting, is restricted to preparing and submitting this Scrutinizer's Report on the votes cast "in favour" of or "against" the Resolution(s) contained in the Notice based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities, engaged by the Company and also at the time of poll taken, if any, at the 34th Annual General Meeting.

Report on Scrutiny:

- (a) The NOTICE DATED 14th August, 2017 convening the 34th Annual General Meeting of the Company setting out all the material facts in respect of resolutions mentioned therein, was sent to the shareholders of the Company.
- (b) The Company provided Remote-E-voting facility offered by Nation Securities Depository Limited ("NSDL") to its shareholders. At the AGM the Company provided voting facility by way of poll to the shareholders who did not cast their vote through Remote E-voting facility.





- (c) The members holding shares in physical or dematerialized form as on the "cut-off" date i.e. 11th September, 2017 were entitled to vote on proposed resolutions.
- (d) In terms of the aforesaid notices and as per the provisions of Section 108 of Companies Act, 2013 and with Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended by Companies (Management and Administration) Amendment Rule, 2015, the voting period for Remote-E-voting commenced on Thursday 14th September, 2017 at 10.00 A.M. and ended on Sunday 17th September, 2017 at 05.00 P.M.
- (e) The physical voting by poll process was not conducted at the venue of the AGM as all the members present at the venue of AGM have already exercised their vote through remote e-voting.
- (f) After conclusion of 34th Annual General Meeting, the votes casted through Remote E-voting was unblocked in presence of Mr. Mukesh Shaw and Mr. Abhishek Pandey who acted as witnesses in accordance with Rule 20 of the Companies (Management and Administration) rules, 2015.
- (g) Thereafter, the details containing interalia, list of the members, who voted "For" or "Against" on each of the Resolutions that were put to vote, were derived from the report generated from E-voting website of NSDL, <http://www.evoting.nsdl.com> in respect Remote E-voting.
- (h) 41 members have cast their vote through Remote-E-voting and all such votes are valid. None of the members have cast their votes through poll at the AGM venue.

We have annexed with this Report, the details and analysis of the results of the remote e-voting for each of the 3 (Three) agenda items in the said Notice and marked as "Annexure - A"

Thanking you,
Yours Faithfully,

Prakash Shaw

PRAKASH KUMAR SHAW
Practising Company Secretary
Membership No 32895
COP- 16239



Date : 19.09.2017

Place : Kolkata

ITEM No. 1 ORDINARY RESOLUTION-

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2017 together with the Reports of the Board of Directors and the Auditors thereon.

	Remote E-voting		Voting through Poll		Consolidated voting results		
	No. of members who voted	No. of votes cast	No. of members who voted	No. of votes cast	No. of members who voted	No. of votes cast	Percentage of total no. of valid votes cast
Voted in favor of the Resolution	41	2334001	0	0	41	2334001	100%
Voted in against of the Resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0

Result : Passed with requisite majority.

ITEM No.-2 ORDINARY RESOLUTION:-

"RESOLVED THAT Mr. Prashant Bothra, who retires as Director pursuant to the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company to hold office."

	Remote E-voting		Voting through Poll		Consolidated voting results		
	No. of members who voted	No. of votes cast	No. of members who voted	No. of votes cast	No. of members who voted	No. of votes cast	Percentage of total no. of valid votes cast
Voted in favor of the Resolution	39	2332001	0	0	39	2332001	99.92%
Voted in against of the Resolution	2	2000	0	0	2	2000	0.08%
Invalid votes	0	0	0	0	0	0	-

Result : Passed with requisite majority.



ITEM NO. 3 ORDINARY RESOLUTION:-

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/S R. Dugar & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting of the company to be held in the year 2022 subject to ratification of the appointment by the shareholders at every Annual General Meeting held after this Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditor from time to time in addition to reimbursement of all out-of pocket expenses as may be incurred in connection with the audit of the accounts of the Company plus applicable service tax."

	Remote E-voting		Voting through Poll		Consolidated voting results		
	No. of members who voted	No. of votes cast	No. of members who voted	No. of votes cast	No. of members who voted	No. of votes cast	Percentage of total no. of valid votes cast
Voted in favor of the Resolution	41	2334001	0	0	41	2334001	100%
Voted in against of the Resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0

Result : Passed with requisite majority.

Thanking You
Yours Faithfully

Prakash Shaw

PRAKASH KUMAR SHAW
Practicing Company Secretary
Membership No 32895
COP- 16239



Date :- 19.09.2017

Place:- Kolkata