

# CLASSIC LEASING & FINANCE LIMITED

**Registered Office:** 11/A, Allenby Road, 1st Floor, A. J. C. Bose Road, Kolkata- 700020

**CIN:** L65921WB1984PLC037347; **Tel No.:** (033) 4003 6692;

**Email ID:** [classicleasingnfinance@gmail.com](mailto:classicleasingnfinance@gmail.com); **Website:** [www.classicleasing.net](http://www.classicleasing.net)

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## **NOTICE CONVENING EXTRA-ORDINARY GENERAL MEETING (EGM)**

**NOTICE** is hereby given that an **Extra-Ordinary General Meeting(EGM)** of the members of **Classic Leasing & Finance Limited (“CLFL”/the “Company”)** will be held on **Tuesday, February 18, 2025 at 1:00 P.M.** Onwards through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following **SPECIAL BUSINESSES:**

1. **ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE COMPANIES ACT, 2013.**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 4 and Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Memorandum of Association be and hereby substituted for, and to the exclusion, of the existing Memorandum of Association of the Company to align the Memorandum of Association in accordance with the provisions of the Companies Act, 2013, subject to the approval of shareholders in their meeting .”

“**RESOLVED FURTHER THAT** the Board of Directors & Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the aforesaid resolution.”

2. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY AS PER THE COMPANIES ACT, 2013**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association be and hereby substituted for, and to the exclusion, of the existing Articles of Association of the Company to align the Articles of Association with the provisions of the Companies Act, 2013 subject to the approval of the shareholders in their meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the aforesaid resolution.”

3. **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any amendment thereto or re-enactment thereof), and in accordance with the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of the Face Value of Rs. 10/- each to Rs. 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Core Thirty Lakhs) Equity Shares of Face Value of Rs. 10/- each, ranking pari- passu, in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** pursuant to Sections 13, 61 read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any amendment thereto or re-enactment thereof), and in accordance with the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

*“V. The Authorised share capital of the Company is Rs. 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. With power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may, for the time being be provided by the regulations of the Company subject to Companies Act, 2013 .”*

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board/ Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

4. **ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO ENTITIES BELONGING TO PROMOTER AND NON-PROMOTER CATEGORY**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendment thereto or re-enactment thereof), and as per the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“**ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), Stock Exchange and/ or any other Statutory/ Regulatory Authorities and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded in its

absolute discretion, to create, offer, issue and allot upto 97,50,000 (Ninety-Seven Lakhs Fifty Thousand) Equity Shares of the Company of Face value of Rs. 10/- (Rupees Ten Only), each, in dematerialized form, on Preferential allotment basis to promoters and non - promoters in one or more tranches, at an Issue Price of Rs. 10 /- (Rupees Ten Only) per Equity Share, as determined in accordance with Chapter V of ICDR Regulations, as may be modified or re-enacted from time to time, to the following persons, for a cash consideration not exceeding an aggregate amount of Rs. 9,75,00,000/- (Rupees Nine Crores Seventy-Five Lakhs Only) in lieu of conversion of loan outstanding and fresh infusion of funds from the proposed allottees in accordance with Regulation 164 (1) read with Regulation 166A of Chapter V (Preferential Issue) of the ICDR Regulations and on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members:

Sl. No.	Name Of the Proposed Allottees	Category Of the Proposed Allottees	No. of Equity Shares Proposed to be Allotted	Mode of Payment
1.	Manju Bothra	Promoter	30,00,000	Cash
2.	Urvee Bothra	Promoter	7,00,000	Cash
3.	Rajmahal Credit Capital Pvt. Ltd.	Promoter Group	2,00,000	Cash
4.	Captain Dealmark Pvt. Ltd.	Non-Promoter	30,00,000	Upon conversion of unsecured loan
5.	Navdhara Verso Pvt. Ltd.	Non-Promoter	15,00,000	Cash
6.	Sunlike Exim Pvt. Ltd.	Non-Promoter	13,50,000	Cash

**“RESOLVED FURTHER THAT** the Relevant Date, as stipulated in Regulation 161 of ICDR Regulations for the purpose of determination of the Issue Price of the equity shares to be issued and allotted as above shall be Friday, January 17, 2025, being the trading day immediately preceding the weekend i.e., Sunday, January 19, 2025 being the 30<sup>th</sup> day prior to Tuesday, February 18, 2025 i.e., the date on which the Extra Ordinary General Meeting of the members is convened in terms of Section 62(1)(c) of the Companies Act, 2013 to approve this preferential issue.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions as prescribed under applicable laws:

- Equity Shares proposed to be issued:
  - a) Shall be fully paid up;
  - b) Shall rank pari- passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof;
  - c) Shall be subject to the requirements of all applicable laws;
  - d) Shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock- in in accordance with Chapter V of the ICDR Regulations.
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided in Chapter V of the ICDR Regulations, except to the extent and in the manner permitted thereunder;
- Equity Shares proposed to be offered/ issued and allotted under the preferential issue shall be subject to a lock-in as determined in accordance with Chapter V of the ICDR Regulations.
- Each Proposed Allottee shall be required to bring in their entire consideration towards the subscription of Equity Shares offered to them on or before the date of allotment thereof and such consideration shall be paid to the Company by the Proposed Allottees from their respective bank account only and against

conversion of their unsecured loan. Provided, if any of the Proposed Allottee fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the equity shares to the Proposed Allottee up to the extent of their applications received. Further, if the Proposed Allottee is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the allotment will be subject to such statutory or regulatory restrictions.

- Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
- Equity Shares so allotted shall be listed and traded on BSE Limited and the Calcutta Stock Exchange Limited, i.e., both the Stock Exchanges where the existing Equity Shares of the Company are presently listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- Proposed issue of Equity Shares shall be governed by Memorandum & Articles of Association of the Company and the respective provisions of the Companies Act, 2013 read with the rules made thereunder, ICDR Regulations, Listing Regulations, Listing Agreement with the Stock Exchanges as well as the circulars, guidelines issued by SEBI or any other regulatory authority as the case may be, or any modifications thereof.

**“RESOLVED FURTHER THAT** the Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of resolution provided that where the allotment of Equity Shares is subject to receipt of any approval from any applicable regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to make an offer to the Proposed Allottees through private placement offer cum application letter without being required to seek any further consent or approval of the Members, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.”

**“RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from Ms. Sweta Gupta proprietor of M/s. RSG & Associates, Practicing Company Secretary, (ACS No. 59873 and COP 24357) certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

**“RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to the Board to record the name and address of the Proposed Allottees and issue the Private Placement Offer cum Application Letter in Form PAS-4, to the Proposed Allottees, inviting it to subscribe to the Equity Shares in accordance with the provisions of the Act.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act, complete record of Private Placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Mr. Chandra Shekhar Sony, being the Managing Director of the Company and Mr. Joyjit Das being the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, and the utilization of the issue proceeds in such manner as may be determined by the Board, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties,

effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any Regulators, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

**“RESOLVED FURTHER THAT** the subscription money that shall be received by the Company from the Proposed Allottees towards application of Equity Shares pursuant to this preferential allotment shall be kept by the Company in a separate Bank Account except for the extinguishment of outstanding loan amount and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies (“**ROC**”) in accordance with Section 42 of the Companies Act, 2013 and rules made thereunder and shall not be utilized for the purpose other than for adjustment against allotment of Equity Shares or for the repayment of monies where the Company is unable to allot Equity Shares.”

**“RESOLVED FURTHER THAT** the equity shares to be allotted, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby severally authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. National Securities Depository Limited (“**NSDL**”) & Central Depository Services (India) Limited (“**CDSL**”), and for the credit of such equity shares to the holders dematerialized securities account.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby severally authorized to engage depositories, registrars, bankers, monitoring agency and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and to execute the necessary documents and enter into contracts, arrangements, agreements, documents including appointment of such agencies and intermediaries.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the ICDR Regulations and the Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to affect any modifications to the foregoing, and the decision of the Board shall be final and conclusive.”

**By Order of the Board of Directors  
For Classic Leasing & Finance Ltd.**

**Sd/-**

**Chandra Shekhar Sony  
Managing Director  
DIN: 06431942**

**Date: 22.01.2025**

**Place: Kolkata**

**NOTES:**

1. The Ministry of Corporate Affairs (“**MCA**”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated 19<sup>th</sup> September 2024 (collectively referred to as “**MCA Circulars**”) read with relevant SEBI Circulars has permitted the holding of Extra-Ordinary General Meetings through Video Conferencing (“**VC**”) or through Other Audio-Visual Means (“**OAVM**”), without the physical presence of the Members at a common venue.

In compliance with the provisions of Companies Act, 2013 (“**the Act**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and

MCA Circulars, the Extra-Ordinary General Meeting (“**Meeting**” or “**EGM**”) of the Company is being held through VC / OAVM without the physical presence of the members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.

2. In terms of the MCA Circulars, physical attendance of Members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the ensuing EGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the EGM through VC/ OAVM facility and e-Voting during the EGM. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [sgswetagupta13@gmail.com](mailto:sgswetagupta13@gmail.com) with a copy marked to [evoting@cDSL.co.in](mailto:evoting@cDSL.co.in). Since the EGM is being held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. In terms of Section 102 of the Act and Secretarial Standards on General Meetings, an explanatory statement setting out the material facts concerning Special Businesses under Item Nos. 1-4 to be transacted at the EGM is annexed and forms part of this Notice.
5. Institutional /Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sgswetagupta13@gmail.com](mailto:sgswetagupta13@gmail.com) with a copy marked to [evoting@cDSL.co.in](mailto:evoting@cDSL.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
6. Attendance of the Members participating in the ensuing EGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder and in compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the EGM will also be available on the Company’s website at [www.classicleasing.net](http://www.classicleasing.net), websites of the Stock Exchanges where the equity shares of the Company are listed viz., [www.bseindia.com](http://www.bseindia.com), [www.cse-india.com](http://www.cse-india.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The physical copy of the EGM Notice shall be made available to the Member(s) who may request for the same in writing to the Company. Members not having their email IDs registered are requested to download a copy of the Notice available at the website of the Company at [www.classicleasing.net](http://www.classicleasing.net) at the weblink at <https://www.classicleasing.net/agmegm.html>.
8. Pursuant to the MCA’s Circular, Members need to register their Email IDs at the earliest. However, Members who have still not registered their Email IDs, are requested to do so at the earliest, in the following manner:

- Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to send the Company's RTA duly completed Forms ISR-1, ISR-2 and Choice of Nomination with signature of the holders attested by your banker along with a cancelled cheque leaf with your name, account no. and IFSC Code printed thereon. In case your name is not printed on the cheque leaf, you are requested to send additionally bank attested copy of your pass book / bank statement showing your name, account no and IFSC Code at R & D Infotech Pvt. Ltd, 7A, Beltala Road, Kolkata-700026. In case of any queries/difficulties in registering the e-mail address, Members may write to [classicleasingfinance@gmail.com](mailto:classicleasingfinance@gmail.com).
  - Members holding shares in dematerialised mode are requested to register /update their e-mail address with the relevant Depository Participant.
9. The Register of directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e. **Tuesday, February 18, 2025**. Members seeking to inspect such documents can send an email to [classicleasingfinance@gmail.com](mailto:classicleasingfinance@gmail.com) . Further, Members seeking any information with respect to the aforementioned registers are requested to write to the Company till **05:00 P.M.**, i.e. **Wednesday, February 12, 2025**, through e-mail on [classicleasingfinance@gmail.com](mailto:classicleasingfinance@gmail.com). The same will be replied by the Company suitably.
  10. As per the provisions of Section 72 of the Act and relevant SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at [www.classicleasing.net](http://www.classicleasing.net) and website of the Registrar and Transfer Agent ('RTA') at [www.rdinfotech.org](http://www.rdinfotech.org).  
  
Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.
  11. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialized form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants, and Members holding shares in physical form are requested to update their e-mail addresses with Company's R&T Agent in Form ISR-1 available at the website of the Company at [www.classicleasing.net](http://www.classicleasing.net) and is also available at the website of RTA at [www.rdinfotech.org](http://www.rdinfotech.org) for receiving all communication, including Annual Reports, Notices, Circulars, etc. from the Company electronically.
  12. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available at the website of the Company at

[www.classicleasing.net](http://www.classicleasing.net) and is also available at the website of RTA at [www.rdinfotech.org](http://www.rdinfotech.org).

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
14. Ms. Sweta Gupta, Proprietor of M/s. RSG & Associates, Practicing Company Secretary (CP No. 24357), Practicing Company Secretaries, has been appointed by the Board of Directors of the Company as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner, and she has communicated his willingness to be appointed.
15. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, scrutinize the votes cast at the meeting and votes cast through remote e-voting and make, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same.
16. Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar and Transfer Agent, R & D Infotech Pvt Ltd, at the address mentioned below:  
**R & D Infotech Pvt. Ltd.,**  
Registrar and Share Transfer Agent  
7A, Beltala Road, Kolkata – 700026

**THE PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS ARE AS UNDER:**

17. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities"; the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system before the Meeting as well as remote e-voting during the EGM will be provided by CDSL. The instructions for e-voting are given in Point No. 24 of this Notice.
18. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Wednesday, February 12, 2025** ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the EGM or remote e-voting during the EGM.
19. The remote e-voting period commences on **Friday, February 14, 2025 (9.00.A.M. IST)** and ends on **Monday, February 17, 2025 (5.00 P.M. IST)**. During this period, members of the Company, holding shares as on the cut-off date i.e. **Wednesday, February 12, 2025**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again. The facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting and otherwise not barred from doing so, shall be eligible to cast their vote through e-voting during the EGM.
20. Members, who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
21. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in



- the EGM through VC/ OAVM but shall not be entitled to cast their vote again.
22. The voting rights of members shall be in proportion to one vote per fully paid equity share of the Company held by them as on the **cut-off date** i.e., **Wednesday, February 12, 2025**.
23. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., **Wednesday, February 12, 2025** only shall be entitled to avail of the facility of e-voting.
24. The details of the procedure and manner for remote e-voting /joining the EGM, are explained herein below:

**How do I vote electronically using CDSL e-Voting system?**

*The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to CDSL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 225533

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.  
Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories/Company/RTA for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by sending an email to Company’s mail id at [classicleasingfinance@gmail.com](mailto:classicleasingfinance@gmail.com) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [classicleasingfinance@gmail.com](mailto:classicleasingfinance@gmail.com).

If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**GENERAL INFORMATION FOR SHAREHOLDERS**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)  
The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-Voting.
3. Only those Members/ Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
4. The Members can opt for only one mode of remote e-voting i.e. either prior to the EGM or during the EGM. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EGM and holding shares as on the cut-off date i.e. **Wednesday, February 12, 2025**, may cast their votes electronically through remote e-voting by obtaining the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at [info@rdinfotech.net](mailto:info@rdinfotech.net). However, if he/she is already registered with NSDL for remote e-voting then he/she can use their existing user ID and password for casting their vote. If he/she forgets his/her password, he/she can reset the password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or by calling on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the EGM under Step 1: “Access to NSDL e-Voting system” (above).
7. Members may also note that the Notice of EGM is available on the Company’s website i.e., [www.classicleasing.net](http://www.classicleasing.net), on the website of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and Calcutta Stock Exchange Limited at [www.cse-india.com](http://www.cse-india.com). All documents referred to in the accompanying Notice and statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at [classicleasingfinance@gmail.com](mailto:classicleasingfinance@gmail.com).
8. Ms. Sweta Gupta Proprietor of M/s. RSG & Associates, Practicing Company Secretary (CP No. 24357), has been appointed by the Board of Directors of the Company as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner, and he has communicated his willingness to be appointed.
9. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, scrutinize the votes cast at the meeting and votes cast through remote e-voting and make, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same.
10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.classicleasing.net](http://www.classicleasing.net) and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the EGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date.

11. In accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results will be declared within two working days of conclusion of EGM, in the prescribed format along with the report of the Scrutinizer and the same shall be placed on the website of the company [www.classicleasing.net](http://www.classicleasing.net) and on the website of NSDL <http://www.evoting.nsdl.com> immediately after the declaration of result. The results shall also be forwarded to the exchanges, where the shares of the company are listed. The results shall also be displayed on the notice board at the registered office of the company.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. **Tuesday, February 18, 2025**, subject to receipt of the requisite number of votes in favour of the Resolutions.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

Member will be able to attend the EGM through VC/OAVM or view the live webcast of EGM provided by NSDL at <http://www.evoting.nsdl.com>, members may access by following the steps mentioned above for **Access to NSDL E-voting System**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

1. **The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting** by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the EGM without any restriction on account of first-come-first-served principle.
2. Members are requested to join the Meeting through Laptops for better experience and members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.

**PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO EGM NOTICE AND REGISTRATION AS SPEAKER AT THE EGM**

3. For ease of participation by the members and keeping in view smooth conduct of the proceedings at the EGM, the members who have questions may send their questions in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at [classicleasingfinance@gmail.com](mailto:classicleasingfinance@gmail.com). The questions received till **5:00. P.M., Wednesday, February 12, 2025** will be considered and replied by the company suitably.
4. Members willing to express their views or ask questions during the EGM are required to register themselves as speakers by sending their requests from **Monday, February 10, 2025(9:00 A.M. IST) till Wednesday, February 12, 2025 (5:00 P.M. IST)** at [classicleasingfinance@gmail.com](mailto:classicleasingfinance@gmail.com) from their registered e-mail addresses mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of questions, time allotted and number of speakers depending on the availability of time for the EGM.

**By Order of the Board of Directors  
For Classic Leasing & Finance Ltd.**

**Sd/-**

**Chandra Shekhar Sony  
Managing Director  
DIN: 06431942**

**Date: 22.01.2025**

**Place: Kolkata**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND  
REGULATION 163(1) OF ICDR REGULATIONS, 2018**

The following explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the businesses mentioned in Item Nos. 1, 2, 3 and 4 in the accompanying Notice of the Extraordinary General Meeting scheduled to be held on Tuesday, February 18, 2025:

**Item No.1**

**ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013**

The existing Memorandum of Association of the Company, based on Companies Act, 1956 (“**1956 Act**”) are no longer in conformity with the Companies Act, 2013 (“**Act**”). Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under the Act. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the remote e-voting and till conclusion of EGM.

Your Directors at their meeting held on Tuesday, January 21, 2025 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company.

In terms of sections 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, either directly or indirectly in passing of the said resolution, financially or otherwise, in the resolution set out at item no. 1 of the Notice, except to the extent of their shareholding in the Company.

**Item No. 2**

**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013**

The existing Articles of Association of the Company, based on Companies Act, 1956 (“**1956 Act**”) are no longer in conformity with the Companies Act, 2013 (“**Act**”). Upon enactment of the Companies Act, 2013, the Articles of Association of the Company were required to be re-aligned as per the provisions of the new Act.

It is thus expedient to adopt the new set of Articles of Association in place of existing Articles of Association of the Company, including Rules made thereunder. Hence the Board of Directors proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.



In terms of sections 5 and 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the remote e-voting and till conclusion of EGM.

The Board of Directors recommends the Resolution at Item No. 2 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, either directly or indirectly in passing of the said resolution, financially or otherwise, in the resolution set out at item no. 2 of the Notice, except to the extent of their shareholding in the Company.

### **Item No. 3**

#### **INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of the Face Value of Rs. 10/- each to Rs. 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of the Face Value of Rs. 10/- each, ranking pari- passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital. Therefore, the proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of members at the general meeting.

In accordance with the provisions of Sections 13, 14, 61 read with Section 64 of the Companies Act, 2013, approval of the Members is required for increasing the Authorized Share Capital of the Company and alteration in the Memorandum of Association and Articles of Association of the Company.

Relevant documents are open for inspection by the members at the Registered Office of the Company from 11.00 am to 1.00 pm on all working days, during business hours up to the one day prior to the EGM.

None of the other Directors or the Key Managerial Personnel of the Company or their relatives are concerned or interested, financially, or otherwise in the resolution as set out at Item No. 3 of the Notice.

### **Item No. 4**

#### **ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO ENTITIES BELONGING TO PROMOTERS / PROMOTER-GROUP AND NON-PROMOTER CATEGORY**

The Board of Directors upon the request/ commitment letter dated 20.01.2025 and 21.01.2025 received from the Proposed Allottees, forming part of both the Promoters/ Promoter Group and Non-Promoters category of the Company including M/s. Captain Dealmark Private Limited who requested to either make payment of their outstanding unsecured loan or to convert their loans in to equity shares, thought it prudent to infuse fresh funds and convert outstanding loan amount towards the equity shares of the Companywide Preferential Issue. Further, the Board has also considered that in view of current financial situation and liquidity position of the Company, it would be in



the interest of the Company to convert the unsecured loans of the Proposed Allottee in Equity shares, which will enhance the Net worth and financial ratios of the Company.

The Board has evaluated the above and thus in its meeting held on Wednesday, January 22, 2025, subject to the approval of the Members of the Company and such other approvals as may be required, has reviewed and discussed the fund requirement and accordingly, approved issuance of upto 97,50,000 (Ninety-Seven Lakhs Fifty Thousand) Equity Shares of the Company of Face value of Rs. 10/- (Rupees Ten Only), each, by way of preferential issue on a Private Placement basis to the Promoters / Promoter Group and Non-promoter in one or more tranches, at an Issue Price of Rs. 10/- (Rupees Ten Only) per Equity Share, or at such higher price as determined in accordance with Chapter V of ICDR Regulations, as may be modified or re-enacted from time to time, to the following persons, for a consideration not exceeding an aggregate amount of Rs. 9,75,00,000/- (Rupees Nine Crores Seventy-Five Lakhs Only) upon the conversion of unsecured loan outstanding as on date of M/s. Captain Dealmark Private Limited and by way of cash by other allottees by way of preferential allotment in accordance with Regulation 164 (1) read with Regulation 166A of Chapter V (Preferential Issue) of the ICDR Regulations.

The information as required under Regulation 163(1) of ICDR Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is given below:

**a. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:**

The Board of Directors at its meeting held on Wednesday, January 22, 2025, subject to the approval of the Members and such other approvals as may be required, has approved the issuance of:

- Up to 97,50,000 (Ninety-Seven Lakhs Fifty Thousand) fully paid-up Equity Shares of the Company, at an Issue Price of Rs. 10/- (Rupees Ten Only) per Equity Share for a cash consideration and in lieu of conversion of loan outstanding not exceeding an aggregate amount of Rs. 9,75,00,000/- (Rupees Nine Crores Seventy-Five Lakhs Only), as determined in accordance with Chapter V of ICDR Regulations by way of preferential allotment, to proposed allottees belonging to the Promoters/ Promoter Group and Non-Promoter category.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”), to subscribe to the Equity Shares to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

**b. Objects of the Preferential Issue:**

M/s. Captain Dealmark Private Limited, the proposed allottee forming part of the Non-promoter category has requested the Board of the Company to either to make payment of their outstanding loans or to convert their outstanding unsecured loans amount due to the Company into equity shares. Thus, in view of current financial position of the Company, the Board of Directors of the Company has decided to convert unsecured loans into Equity shares which is in best interest of the Company and it will also strengthen the financial position of the Company which may increase net worth of the Company and will reduce the future interest liability of the

Company. The issue and allotment of equity shares by way of preferential allotment to other allottees is by way of cash contribution.

Further the Company also intends to comply with the requirement of Net Owned Fund of Rs. 5,00,00,000/- (Rupees Five Crores) on or before March 31, 2025 in compliance with the circular issued by the Reserve Bank of India vide circular no. RBI/2021-22/112 DOR.CRE.REC. No.60/03.10.001/2021-22 dated October 22, 2021 and also to meet working capital requirements, other general corporate purposes or any combination thereof to pursue the business objects of the Company.

**c. Maximum number of specified securities to be issued and Pricing of the Preferential Issue:**

The Company intends to issue a maximum of 97,50,000 Equity Shares of Face Value Rs. 10/- per share at an Issue Price of Rs. 10/- per share as determined under applicable Regulation(s) of Chapter V of ICDR Regulations.

**d. Intention of Promoters/ Directors/ Key Managerial Personnel/ Senior Management to subscribe to the offer:**

Except for Mrs. Manju Bothra, Mrs. Urvee Bothra and M/s Rajmahal Credit Capital Private Limited, none of the other Promoters/ Promoter Group, Directors or Key Managerial Personnel/ Senior Management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under this Preferential Allotment.

**e. Price at which the allotment is proposed:**

The Equity Shares to be issued will be at the face value of Rs. 10/- (Rupees Ten Only) each per equity share.

**f. Shareholding Pattern before and after the proposed preferential issue:**

Sl. No.	Category	Pre-Issue (as per Shareholding pattern dated 31.12.2024)		Post Issue Shareholding *	
		No of shares held	% of Share holding	No of shares held	% of Share holding
<b>A</b>	<b>Promoters' holding:</b>				
1.	<b>Indian/HUF</b>				
	Individual	3,19,100	10.64	40,19,100	31.52
	Body Corporate	6,85,700	22.86	8,85,700	6.95
	<b>Sub Total Indian Promoters</b>	<b>10,04,800</b>	<b>33.49</b>	<b>49,04,800</b>	<b>38.47</b>
2	Foreign Promoters	0	0	0	0
	<b>Sub Total (A1 +A2)</b>	<b>10,04,800</b>	<b>33.49</b>	<b>49,04,800</b>	<b>38.47</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
1	Institutional Investor	0	0	0	0
	Financial Institutions / Banks / Insurance Companies/FII	0	0	0	0
	Foreign Portfolio Investors	0	0	0	0
	<b>Sub Total (B1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2	Non-Institution Investor	0	0	0	0
	Private Corporate Bodies	9,64,383	32.14	68,14,383	53.45
	Indian Public	10,31,017	34.37	10,31,017	8.08
	Directors and Relatives	0	0	0	0
	Others (including NRI)	0	0	0	0
	<b>Sub Total (B2)</b>	<b>19,95,400</b>	<b>66.51</b>	<b>78,45,400</b>	<b>61.53</b>
	<b>Sub-Total B [(B1) + (B2)]</b>	<b>19,95,400</b>	<b>66.51</b>	<b>78,45,400</b>	<b>61.53</b>
	<b>GRAND TOTAL (A+B)</b>	<b>30,00,200</b>	<b>100.00</b>	<b>1,27,50,200</b>	<b>100.00</b>

\*The above post-issue shareholding is prepared assuming the allotment of 97,50,000 equity shares on preferential basis at item No. 4.

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of equity shares on preferential basis to the proposed Allottees.

**g. Time frame within which the Proposed Preferential Issue shall be completed:**

In accordance with Regulation 170 of the ICDR Regulations, the allotment of Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

**h. Name of Proposed Allottees, identity of the Proposed Allottees, Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them:**

The percentage shareholding in the Company by the proposed Allottees, pre and post preferential issue is given below:

Sl. No.	Name of the Proposed Allottee	PAN	Category of the Proposed Allottee	Natural Persons who are Ultimate Beneficial Owners	Pre allotment Equity holding and percentage of pre Allotment Shareholding		Number of Equity Shares proposed to be allotted	Post allotment Equity holding and percentage of post Allotment shareholding	
					Total Equity	%		Total Equity	%
1.	Urvee Bothra	ACTPD5499D	Promoter	NA	10000	0.33	700000	710000	5.57
2.	Manju Bothra	AEDPB7029K	Promoter	NA	79000	2.63	3000000	3079000	24.15
3.	Rajmahal Credit Capital Private Limited	AACCR2734B	Promoter Group	Manju Bothra Urvee Bothra	39000	1.29	200000	239000	1.87
4.	Captain Dealmark Private Limited	AAECC3496P	Non-Promoter	Vinod Kumar Chauhan and Pradeep Falodia**	23900	0.80	3000000	3023900	23.72
5.	Navdhara Verso Private Limited	AAICN5352K	Non-Promoter	Ved Prakash Sharma and Prakash Kumar Dugar	-	-	1500000	1500000	11.76
6.	Sunlike Exim Private Limited	AAVCS4635H	Non-Promoter	Arnab Das Gupta and	-	-	1350000	1350000	10.59

\*The above post-issue shareholding is prepared assuming the allotment of equity shares on preferential basis at item no. 4.

\*\*Mr. Pradeep Falodia has been deceased.

**i. Undertaking:**

The Company hereby undertakes that:

1. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations;
2. all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
3. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under ICDR Regulations.

4. The proposed Allottees has not sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. iii. No person belonging to the promoter group has previously subscribed to any warrants of the Company but failed to exercise them in the last one year;
5. No person belonging to the Promoters/ Promoter Group has previously subscribed to any security of the Company but failed to exercise them; and
6. There are no outstanding dues to the Board, the stock exchanges or the depositories.

**j. Disclosure specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the ICDR Regulations.

**k. Disclosure regarding fugitive Economic Offender:** None of the Promoters of Directors of the Company are fugitive economic offenders.

**l. Monitoring of Utilization of Funds:**

Given that the issue size does not exceed INR 100 Crores (Rupees One Hundred Crores Only), in terms of Regulation 162A of the ICDR Regulations, the Company is not required to appoint a monitoring agency to monitor the use of the proceeds of the Preferential Issue.

**m. Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made:**

The existing Promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment, However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment, the existing Promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed preferential allotment.

**n. Relevant Date:**

The "Relevant Date" for the offer, issue and allotment of Equity Shares by way of a Preferential Issue, as per the ICDR Regulations for determination of minimum price for the issue of Equity Shares is Friday, January 17, 2025, being the trading day immediately preceding the weekend i.e., Sunday, January 19, 2025, being the 30<sup>th</sup> day prior to Tuesday, February 18, 2025, the date on which the EGM of members is convened to approve the Special Resolutions.

**o. Basis on which the price has been arrived at along with the Report of the Registered Valuer:**

In compliance with ICDR Regulations, the minimum issue price per Equity Share to be issued on preferential basis will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter V of ICDR Regulations, 2018.

In terms of ICDR Regulations, 2018, the price per Equity Share for frequently traded shares shall not be lower than the price determined in accordance with the provisions of Chapter V of the ICDR Regulations, 2018 which shall be higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

- b) the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

“Frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and The Calcutta Stock Exchange Limited (“CSE”) and as per the said definition the total traded turnover of the company during the 240 trading days preceding the relevant date is less than ten percent of the total number of shares of such class of shares of the Company. Accordingly, the shares are infrequently traded, therefore, the Valuation has been carried out in terms of the provision of Regulation 165 of ICDR Regulations, 2018.

In terms of Regulation 165 of ICDR Regulations, 2018 where the shares are not frequently traded, the price determined by the Company shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

Further, the Company has obtained a valuation report from an Independent Registered Valuer, Mr. Subodh Kumar (Reg. No: IBBI/RV/05/2019/11705) having office at 210, Wadhwa Complex, Street No. 10, Laxmi Nagar, Delhi- 110092, Email Id: [rvkumarsubodh@gmail.com](mailto:rvkumarsubodh@gmail.com) and the price determined by such independent Registered Valuer is Rs. 8.75 (Rupees Eight and Seventy-Five Paise Only) per equity share in terms of Regulation 166A of the ICDR Regulations. The same is available at the website of the Company at [www.classicleasing.net](http://www.classicleasing.net) at the weblink: <https://www.classicleasing.net/agmegm.html>.

Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company has no specific provision relating to determination of a floor price/ minimum price of the shares issued on preferential basis.

The offer price of equity shares of face value Rs. 10/- (Rupees Ten only) per equity share as determined under applicable Regulation 165 of Chapter V (Preferential Issue) of ICDR Regulations, 2018.

Based on the above, the Issue Price of Rs. 10/- (Rupees Ten Only) per equity share is justifiable.

- p. Undertaking to re-compute the price:** The Company hereby undertakes that it shall re-compute the price of the equity shares specified above in terms of the provisions of the ICDR Regulations, where it is required to do so.
- q. Undertaking to put under Lock-in till the recomputed price is paid:** The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- r. Amount which the Company intends to raise by way of such securities:**  
The aggregate amount intended to be raised pursuant to the Proposed Issue of Equity Shares is an amount not exceeding Rs. 9,75,00,000/- (Rupees Nine Crores Seventy-Five Lakhs Only) as the consideration payable including outstanding loan amount for the Equity Shares proposed to be issued to the Proposed Allottees as mentioned herein.
- s. Change in control, if any, in the Company that would occur consequent to the preferential issue:**  
The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the Company as a result of the proposed preferential allotment,

However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares on a preferential basis.

**t. Class or Classes of Persons to whom the allotment is proposed to be made during the year**

Sl.No.	Name of the Proposed Allottee	Category of the Proposed Allottee
1.	Manju Bothra	Promoter
2.	Urvee Bothra	Promoter
3.	Rajmahal Credit Capital Private Limited	Promoter Group
4.	Captain Dealmark Private Limited	Non-Promoter
5.	Navdhara Verso Private Limited	Non-Promoter
6.	Sunlike Exim Private Limited	Non-Promoter

**u. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Company has not made any preferential allotment during the Financial Year 2024-2025.

**v. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:**

The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer is not applicable as the proposed allotment of Shares is for a cash consideration.

**w. Material term of raising equity shares:**

No material terms other than stated above.

**x. Principle terms of assets charged as securities:**

Not applicable.

**y. Listing:**

The Company will make an application to the Stock Exchanges at which the existing equity shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

**z. Lock-in Period:**

The Equity Shares will be subject to applicable lock-in and transfer restrictions in accordance with Chapter V of ICDR Regulations.

**aa. Certificate from Practicing Company Secretary:**

The certificate from Ms. Sweta Gupta, Proprietor of RSG & Associates, Practicing Company Secretary in Practice (ACS No. 59873 and COP 24357) certifying that the Preferential Allotment is being made in accordance with the requirements of Chapter V of the ICDR Regulations has been obtained and the same shall be available for inspection at our website at [www.classicleasing.net](http://www.classicleasing.net).

**bb. Other disclosures:**

a) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

b) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.

c) Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the ICDR Regulations.

d) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under ICDR Regulations to undertake the Preferential Issue.

Mrs. Manju Bothra, Mrs. Urvee Bothra and M/s. Rajmahal Credit Capital Private Limited, being the Promoters/ Promoter Group of the Company and M/s. Captain Dealmark Private Limited, being the Public Shareholder of the Company shall be considered as deemed to be concerned or interested in the said resolution due to their shareholding in the Company.

Except them, none of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 4 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of equity shares to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 4 of the Notice. Issue of the equity shares pursuant to the Preferential Issue would be within the authorized share capital of the Company.

In case of any corporate action(s) that the Company undertakes any form of restructuring of its share capital (“Capital Restructuring”) including but not limited to: (i) consolidation or sub-division or splitting up of its equity shares, (ii) issue of bonus shares; (iii) issue of equity shares in a scheme of arrangement (including amalgamation or demerger); (iv) reclassification of shares or variation of rights into other kinds of equity shares of the Company; and (v) issue of right shares, as applicable from time to time, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit to the proposed allottees for the purpose of making a fair and reasonable adjustment such that the number of equity shares granted earlier, the ceiling of total number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares issued after occurrence of any such Capital Restructuring thereto.”

In case any of the proposed allottees fail to subscribe the number or part of Equity Shares proposed to be allotted to them, the other prospective allottees shall be entitled to subscribe the same.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**Date: 22.01.2025**  
**Place: Kolkata**

**By Order of the Board of Directors**  
**For Classic Leasing & Finance Ltd.**  
**Sd/-**  
**Chandra Shekhar Sony**  
**Managing Director**  
**DIN: 06431942**