



Classic Leasing & Finance Ltd.

Date: 22.01.2025

To,
BSE Limited,
20th Floor, P. J. Towers, Dalal Street,
Mumbai - 400 001
Scrip Code: 540481

To,
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata - 700001
Scrip Code: 013099

Dear Sir / Madam,

Sub: Outcome of the meeting of Board of Directors of Classic Leasing & Finance Limited ("the Company") held on January 22, 2025.

Re: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Further to our intimation letter dated Thursday, January 16, 2025 and January 21, 2025 and in accordance with provisions of Regulation 30 read with Schedule III of the Listing Regulations, we would like to inform you that the Board of Directors of the Company at their meeting held today i.e., Wednesday, January 22, 2025 has inter-alia considered and approved the following matters:

1. Adoption of new Set of Memorandum of Association of the Company as per the Companies Act, 2013.

The Board has approved the adoption of the new set of Memorandum of Association of the Company 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 the members of the Company at their meeting.

2. Adoption of new set of Articles of Association of the Company based on Table F as set out under Schedule I to the Companies Act, 2013.

The Board has approved the adoption of the new set of Articles of Association of the Company based on Table F as set out under Schedule I to the Companies Act, 2013 to the exclusion of the existing Articles of Association of the Company, subject to the approval of the members of the Company at their meeting.

3. Increase in Authorised Share Capital of the Company and Consequent Alteration in the Capital Clause of Memorandum of Association of the Company.

CIN : L65921WB1984PLC037347

Regd. Office : 1 A, Allenby Road, 1st Floor Kolkata - 700 020, Phone : 033-40036692

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The Board has approved the 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 Rs. 10/- (Rupees Ten Only) each to 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, subject to the approval of the members of the Company, and subsequent alteration in the capital clause of Memorandum of Association of the Company as follows: -

"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) 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."

4. Issuance of Equity Shares on a Preferential Issue basis to persons belonging to Promoter and Non-Promoter category

Subject to the approval of members of the Company and such other regulatory/governmental authorities as may be required, the Board has approved to create, offer, issue and allot by way of a preferential issue of upto 97,50,000 (Ninety-Seven Lakhs Fifty Thousand) Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each to Promoters/ Non-Promoters, being the proposed allottees for a cash consideration not exceeding an aggregate amount of Rs. 9,75,00,000/- (Rupees Nine Crores Seventy-Five Lakhs Only) which has been determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable rules, regulations and guidelines of SEBI and applicable provisions of the Companies Act, 2013 in lieu of conversion of loan outstanding and fresh infusion of funds on a private placement basis on such terms and conditions as may be determined by the Board.

In this connection, please find enclosed the following:

The Requisite Disclosures and Information with respect to the aforementioned Preferential issue as required under Regulation 30 of the Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are annexed herewith marked at Annexure I.

5. The Board has approved the draft notice of the Extra-Ordinary General Meeting ('EGM') of the Members of the Company for obtaining the approval of the members with respect to the aforementioned Special businesses. The EGM of the Company will be held on Tuesday, February 15, 2025 through Video Conferencing/ Other Audio-Visual Means.
6. The Board has appointed Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to the members of the Company.

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7. The Board has fixed Friday, January 17, 2025, being the trading day immediately preceding the weekend i.e. Sunday, January 19, 2025 being the 30th day prior to Tuesday, February 18, 2025, i.e. the date on which the EGM of the members is convened as the Relevant Date, for determining the floor price for the aforesaid preferential issue in accordance with the provisions of Regulation 161 of SEBI ICDR Regulations.
8. The Board has fixed Friday, January 17, 2025 as the Cut-Off date for the purpose of the dispatch of notice of EGM electronically, along with the details of e-voting to the Members.
9. The Board has appointed Ms. Sweta Gupta (ACS: 59873), Practicing Company Secretary as the Scrutinizer to conduct the voting process in a fair and transparent manner.
10. The Board has fixed the period of e-voting which commences on February 14, 2025 at 9:00 AM and concludes on February 17, 2025 at 5:00 PM.
11. The meeting of Board of Directors commenced at 04:00 P.M. and concluded at 05:00 P.M.

The aforesaid intimation is also being hosted on the website of the Company i.e., www.classicleasing.net

Kindly take the above information for your records.

Thanking you,

Yours faithfully,

For Classic Leasing & Finance Limited
Classic Leasing & Finance Ltd.

Director/Authorised Signatory

Chandra Shekhar Sony
Managing Director
DIN: 06431942

Enclosed: As stated

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Annexure I

Disclosure of Event and Information pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Sr. No.	Particulars	Details																								
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Equity Shares of the Company																								
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment, etc.)	Preferential allotment, on private placement basis, in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws.																								
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Upto 97,50,000 (Ninety-Seven Lakhs Fifty Thousand) Equity Shares of the Company of Face value of Rs. 10/- (Rupees Ten Only), each at an Issue Price of Rs. 10/- per equity share for a cash consideration not exceeding aggregating an amount to Rs. 9,75,00,000/- (Rupees Nine Crores Seventy-Five Lakhs Only).																								
4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):																									
a)	Names of the investors	<table><tr><td colspan="4">The details of the Proposed Allottees are as follows:</td></tr><tr><td>Sl. No.</td><td>Proposed Allottees</td><td>Category</td><td>Number of Equity Shares Proposed to be issue</td></tr><tr><td>1</td><td>Manju Bothra</td><td>Promoter</td><td>30,00,000</td></tr><tr><td>2</td><td>Urvee Bothra</td><td>Promoter</td><td>7,00,000</td></tr><tr><td>3</td><td>Rajmahal Credit Capital Pvt. Ltd.</td><td>Promoter</td><td>2,00,000</td></tr><tr><td>4</td><td>Captain Dealmark Pvt. Ltd.</td><td>Non-Promoter</td><td>30,00,000</td></tr></table>	The details of the Proposed Allottees are as follows:				Sl. No.	Proposed Allottees	Category	Number of Equity Shares Proposed to be issue	1	Manju Bothra	Promoter	30,00,000	2	Urvee Bothra	Promoter	7,00,000	3	Rajmahal Credit Capital Pvt. Ltd.	Promoter	2,00,000	4	Captain Dealmark Pvt. Ltd.	Non-Promoter	30,00,000
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Sl. No.	Proposed Allottees	Category	Number of Equity Shares Proposed to be issue																							
1	Manju Bothra	Promoter	30,00,000																							
2	Urvee Bothra	Promoter	7,00,000																							
3	Rajmahal Credit Capital Pvt. Ltd.	Promoter	2,00,000																							
4	Captain Dealmark Pvt. Ltd.	Non-Promoter	30,00,000																							

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		5	Navdhara Verso Pvt. Ltd.	Non-Promoter	15,00,000
		6	Sunlike Pvt. Ltd.	Exim Non-Promoter	13,50,000
b)	Post allotment of securities - outcome of the subscription	Details of the shareholding of the Proposed Allottees in the Company prior to and after the Preferential Issue, are marked as Annexure A.			
	Issue price	Rs. 10/- (Rupees Ten Only) per share as determined in accordance with Chapter V of the SEBI ICDR Regulations			
	Number of investors	6 (Six)			
c)	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable			

Thanking you,

Yours faithfully,

For Classic Leasing & Finance Limited

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Director/Authorised Signatory

Chandra Shekhar Sony

Managing Director

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Annexure A

Sl. No.	Names of proposed allottees	Pre-preferential allotment shareholding		No. of shares to be issued	Post-preferential allotment shareholding*	
		No.	%		No.	%
1.	Manu Bothra	79,000	2.63%	30,00,000	30,79,000	24.15%
2.	Urvee Bothra	10,000	0.33%	7,00,000	7,10,000	5.57%
3.	Rajmahal Credit Capital Pvt. Ltd.	39,000	1.30%	2,00,000	2,39,000	1.87%
4.	Captain Dealmark Pvt. Ltd.	23,900	0.80%	30,00,000	30,23,900	23.72%
5.	Navdhara Verso Pvt. Ltd.	-	-	15,00,000	15,00,000	11.76%
6.	Sunlike Exim Pvt. Ltd.	-	-	13,50,000	13,50,000	10.59%

*The above post-issue shareholding is prepared assuming the allotment of entire 97,50,000 equity shares on preferential basis.

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