



CLASSIC LEASING & FINANCE LIMITED

ANNUAL REPORT

2019-20

INDEX

| Particulars | Page No |
|----------------------------------|----------------|
| Brief Information of the Company | 1 |
| Notice | 2 |
| MR-3 (Secretarial Audit Report) | 11 |
| Director's Report | 15 |
| Auditor's Report | 28 |
| Balance Sheet | 38 |
| Profit & Loss Account | 39 |
| Cash Flow Statement | 40 |
| Schedules to Notes | 42 |
| Attendance Slip | 58 |
| Proxy Form | 59 |

CLASSIC LEASING & FINANCE LIMITED

BOARD OF DIRECTORS

| | |
|---|--|
| ❖ | Mr. Chandra Shekhar Sony (Managing Director) |
| ❖ | Ms. Raksha Bothra (Non-Executive, Non-Independent Director) |
| ❖ | Mr. Sanjay Kumar Bubna (Non-Executive, Independent Director) |
| ❖ | Ms. Minu Datta (Non-Executive, Independent Director) |

COMPANY SECRETARY & COMPLIANCE OFFICER

| | |
|---|--|
| ❖ | Ms. Jyoti Sinha Banerjee (Appointed w.e.f. 13.10.2020) |
|---|--|

STATUTORY AUDITOR

| | |
|---|---|
| ❖ | R. Dugar & Associates 11C, Ram Mohan Dutta Road Kolkata 700 020 |
|---|---|

BANKERS

| | |
|---|---|
| ❖ | Oriental Bank of Commerce Overseas Branch, Kolkata |
|---|---|

REGISTERED OFFICE & CONTACT DETAILS

| | | |
|---|---------------------------|--|
| ❖ | Registered Address | 16A Everest House, 46C, J.L. Nehru Road 16 th Floor, Kolkata 700 071 |
| ❖ | Telephone | (033) 22883104 |
| ❖ | Fax | (033) 22883105 |
| ❖ | Website | www.classicleasing.net |
| ❖ | E-mail | classicleasingnfinance@gmail.com |

REGISTRAR & SHARE TRANSFER AGENT

| | |
|---|---|
| ❖ | R & D Infotech Private Limited |
| | 15C Beltala Road, Ground Floor, Kolkata 700 026 |
| | Tel: (033) 24192641/42 |
| | Fax: (033) 22883105 |
| | Website: www.rdinfotech.org |
| | E-mail: rdinfo.investors@gmail.com |

CLASSIC LEASING & FINANCE LIMITED

CIN: L65921WB1984PLC037347

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

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

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

Notice to the Shareholders

NOTICE IS HEREBY GIVEN THAT THE THIRTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CLASSIC LEASING & FINANCE LIMITED WILL BE HELD ON WEDNESDAY 30TH DECEMBER, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT 16A, EVEREST HOUSE, 46C, J.L. NEHRU ROAD, KOLKATA-700071 AT 01:00 P.M. TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2020 together with the Report of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS

2. To ratify the appointment of Mrs. Raksha Bothra as Non-executive and Non-Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Raksha Bothra (DIN: 03499732) who was appointed as an Additional Director by the Board of Directors of the Company on 31.07.2020, and in respect of whom the Company has received a notice in writing from a member proposing her candidature under Section 160 of the Companies Act, 2013 for the office of Non-Executive Director, be and is hereby appointed as an Non-Executive Director of the Company, and that she shall be liable to retire by rotation.”

3. Re-appointment of Mrs. Minu Datta (DIN: 07183300) as an Independent Director

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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Minu Datta (DIN: 07183300) be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from December 30, 2020 and that she shall not be liable to retire by rotation.”

By Order of the Board
For Classic Leasing & Finance Limited



Place: Kolkata
Date : 01.12.2020

Chandra Shekhar Sony
Managing Director
DIN: 06431942

Notes:

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

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

Further, proxies submitted on behalf of authorized representative of the companies, societies etc. must be supported by appropriate resolution/authority, as applicable. Members who hold shares in dematerialized form are requested to bring their Photo Identity Card for easy identification of attendance at the meeting.

Every member entitled to vote at the meeting shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during business hours between 11 a.m. to 6 p.m., provided that not less than 3 days notice in writing of the intention to inspect is given by the member to the Company.

2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution together with respective specimen signature of those representative(s) authorized under said resolution to attend and vote on their behalf at the meeting.
3. Members/ proxies / authorized representatives should bring the duly filled attendance slip to attend the meeting.
4. The Annual Report of the Company for the Financial Year 2019-20, circulated to the members of the Company, is also uploaded on the Company's website "www.classicleasing.net".
5. Members holding shares in physical mode are requested to intimate any change in their address to the Registrar and Share Transfer Agent, R&D Infotech Private Limited, at their Corporate Office 15C, Beltala Road, Ground Floor, Kolkata 700026 and members holding shares in demat mode are requested to intimate any change in their address or bank mandates to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from Depository Participant and holding should be verified.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, December 23, 2020 to Wednesday, December 30, 2020 (both days inclusive).
8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, R&D Infotech Private Limited, at their Corporate Office 15C, Beltala Road, Ground Floor, Kolkata 700026, enclosing their share certificates to enable the Company to consolidate their holdings into single folio.
9. Members are requested to quote the Folio/Client ID & DP ID Nos. in all correspondences.
10. Electronic copy or web link of the Annual Report for the financial year 2019-20 and the Notice of the Thirty Seventh Annual General Meeting of the Company inter alia indicating the process and manner of e-



voting along with Attendance Slip and Proxy Form and route map is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form upon request. However, members who have not registered their email address, shall be furnished with physical copies of the aforesaid Notice of Thirty Seventh Annual General Meeting of the Company in the permitted mode.

Members are also informed that the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form shall also be available on the website of the Company viz. www.classicleasing.net and on the website of the NSDL for their download.

In keeping view with Ministry of Corporate Affairs "Green Initiatives" measures and applicable provisions of Companies Act, 2013 read with Rules there under, the Company requests members who have not registered their e-mail address so far, to register their e-mail address for receiving all communications including Annual Report, notices etc from the Company electronically.

11. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available for inspection at the Annual General Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat mode are, therefore requested to submit PAN details to their Depository Participant. Members holding shares in physical mode can also submit their PAN details to the Company's Registrar and Share Transfer agent, R&D Infotech Private Limited, at their Corporate Office 15C, Beltala Road, Ground Floor, Kolkata 700026.
13. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified via Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has permitted for effecting the transfer of securities in dematerialized form with a depository.
14. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the notice. Requisite declarations/ consent have been received from the Directors for his/her appointment/re-appointment.
15.
 - a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereto, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed at the Annual General Meeting as stated in the Notice by electronic means from a place other than venue of the meeting i.e. remote e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of Annual General Meeting (remote e-voting) will be provided by NSDL.

The detailed process for exercising the e-voting facility is enclosed and is being sent as a part of the Notice. Members are requested to carefully read the instructions of e-voting before exercising their vote.
 - b) The e-voting facility will be made available during the following period:
Commencement of e-voting: From 9:00 a.m. on Sunday, 27th December, 2020
End of e-voting: Up to 5:00 p.m. on Tuesday, 29th December, 2020

Members holding shares either in physical or dematerialized mode as on the cut-off date viz., Wednesday, 23rd December, 2020 may exercise their vote electronically.
 - c) In case a person becomes a member of the Company after the dispatch of the Notice but on or before the cut-off date for e-voting i.e. **Wednesday, 23rd December, 2020**, he/she may write to the Registrar requesting for user id and password.



- d) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- e) The voting rights of the members shall be one vote per paid up equity share, registered in the name of the shareholders/beneficial owners as on the cut-off date being **Wednesday, 23rd December, 2020.**
- f) A person who is not a member as on cut-off date should treat this notice for the information purpose only.
- g) The Board of Directors has appointed Mr. Mohammad Tausif, Company Secretary in Practice, (Membership No. ACS: A40656) (Address: 4CD, 4th Floor, 83, S.P. Mukherjee Road, Kolkata- 700026), as the Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner.
- h) The scrutinizer shall after the conclusion of meeting count the votes cast at the meeting, thereafter unblock the votes cast by remote e-voting in the presence of at least 2 (Two) witnesses not in employment of the Company and within a period not exceeding 3 days from the conclusion of the meeting submit a consolidated scrutinizer's report of total votes cast (e-voting & ballot) in favour or against it to the Chairman of the meeting or any person authorized by the Chairman. The Chairman of the meeting or any person authorized by the Chairman shall counter-sign the same and shall declare the results of voting forthwith.
- i) The results of e-voting will be communicated to the Stock Exchanges where equity shares of the Company are listed viz. BSE Limited and The Calcutta Stock Exchange Limited. Further, the results so declared along with the Scrutinizer's Report shall also be placed on the website of the Company as well as on the website of NSDL immediately after declaration of results by the Chairman or any person authorized by him in writing.
-



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO

SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Mrs. Raksha Bothra (DIN: 03499732) as Additional Director of the Company in Board Meeting held on 31st July, 2020 for a period of 5 years subject to approval of members in ensuing General Meeting.

The Company has also received a declaration from Mrs. Raksha Bothra confirming that she meets the criteria of independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mrs. Raksha Bothra is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company.

The resolution as set out in item no. 2 is accordingly commended for your approval.

Item No. 3

Mrs. Minu Datta (DIN: 07183300) was appointed as Independent Director of the Company with effect from 30th March, 2015 pursuant to the Companies Act, 2013 and SEBI Listing Regulations. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office of the Directors of the Company for a term upto five consecutive years and shall be re-appointed on the Board of Directors of the Company by passing a special resolution for another term of five consecutive years. Hence, based on the skills, experience, knowledge and report of her performance evaluation, it is proposed to re-appoint Ms. Minu Datta for a further period of five consecutive years from 30th December, 2020 till 29th December, 2025.

Ms. Datta is an Arts Graduate and possesses the requisite skills and knowledge in the area of Finance and Business operation.

Further the Company has received requisite consent and declaration from her stating her intention to continue as Independent Director of the Company and that she fulfills the criteria of independence as provided in section 149 and rules made thereunder, SEBI (LODR) Regulations, 2015 and is independent of the management.

Mrs. Minu Datta does not hold any equity shares of the Company.

The Board, based on the performance evaluation report of Nomination and Remuneration Committee and the performance evaluation report of the Board itself, considers that her association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail services of Ms. Minu Datta as Independent Director and accordingly recommends the resolutions as set forth in Item no. 3 for the approval of the shareholders of the Company. Summary of Performance evaluation report :(As per SS 2 – para 1.2.5) The Independent Director fulfils the criteria of performance evaluation laid down by the Nomination & remuneration Committee in respect of Qualification, Experience, Knowledge & Competency, Fulfillment of functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity, Independence, Independent views and judgement, etc.

The copies of the letter of appointment setting out the terms and conditions of their re-appointment would be available for inspection at the Registered Office of the Company by any members for inspection between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) at the Registered Office of the Company till the date of this AGM and also posted on the company's website.



Except Ms. Minu Datta, none of the Directors or any Key Managerial Personnel or their relatives is in any way, financially or otherwise, directly or indirectly, concerned or interested in the aforesaid respective resolutions.

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

Place: Kolkata
Date : 01.12.2020



A handwritten signature in blue ink, appearing to read 'Chandra Shekhar Sony'.

Chandra Shekhar Sony
Managing Director
DIN:06431942

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

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

| Name of Director | Mrs. Raksha Bothra | Mrs. Minu Datta |
|---|---|--|
| DIN | 03499732 | 07183300 |
| Date of Birth | 29/12/1984 | 13/08/1972 |
| Date of Appointment as Director | 31/07/2020 | 30/03/2015 |
| Qualification | History(Hons.) | Arts Graduate |
| Member of the Committees of the Board of Directors of the Company | Nomination and Remuneration Committee & | Audit Committee, |
| | Stakeholder's Relationship Committee | Nomination and Remuneration Committee, and |
| | | Stakeholder's Relationship Committee |
| Directorship held in any other listed entity | None | None |
| Membership in the Committees of the Board of Directors of other Listed Entity in which he is a Director | Not Applicable | Not Applicable |
| No. of Equity Shares held in the Company | Nil | Nil |
| Inter-se Relation-ships between Director | Nil | Nil |

