



Classic Leasing & Finance Ltd.

Date: 29th August, 2025

To
The Secretary
The Listing Department
BSE Limited
P.J. Tower, Dalal Street
Mumbai-400001
BSE Scrip Code: 540481

To
The Secretary
Calcutta Stock Exchange Limited
7 Lyons Range
Kolkata- 700001
SCSE Scrip Code: 13099

Sub: Submission of Notice of 42nd Annual General Meeting

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With reference to above subject, please find enclosed herewith a copy of the notice convening 42nd Annual General Meeting of the Company scheduled to be held on Tuesday, 23rd September, 2025 at 03:00 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

A copy of the aforesaid notice is also available on the website of the Company at www.classicleasing.net.

Kindly take the same on your record.

Thanking you.

Yours faithfully,
For **Classic Leasing & Finance Limited**

Joyjit Das
Company Secretary & Compliance Officer

Encl.: as above



Classic Leasing & Finance Ltd.

NOTICE

Notice is hereby given that 42nd Annual General Meeting (AGM) of M/s. Classic Leasing & Finance Ltd. will be held on Tuesday, 23rd September, 2025 at 3:00 PM through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Item No. 2 Re-appointment of a Director

To appoint a director in place of Mr. Chandra Shekhar Sony (DIN: 06431942), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-election.

SPECIAL BUSINESS:

Item No. 3 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 the following 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 there under 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 92,50,000 (Ninety-Two 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/ Promoter Group and Non-Promoters, 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. 9,25,00,000/- (Rupees Nine Crores and Twenty-Five Lakhs Only) in lieu of fresh infusion of funds from the proposed allottees in accordance with 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 Allotte	Mode of Payment
1.	Manju Bothra	Promoter	26,50,000	Cash
2.	UrveeBothra Dugar	Promoter	8,50,000	Cash
3.	Rajmahal Credit Capital Pvt Ltd.	Promoter Group	2,00,000	Cash
4.	Navdhara Verso Pvt. Ltd.	Non-Promoter	27,50,000	Cash
5.	Sunlike Exim Pvt. Ltd.	Non-Promoter	28,00,000	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, August 22, 2025, being the trading day immediately preceding the date i.e., Sunday, August 24, 2025 being the 30th day prior to Tuesday, September 23, 2025 i.e., the date on which the Annual 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 there under.
- 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. 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 ("BSE") and the Calcutta Stock Exchange Limited ("CSE") (hereinafter referred to as the "Stock Exchanges"), 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 there under, 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 shareholders 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 (ACS No. 59873 and COP 24357) proprietor of M/s. RSG & Associates, Company Secretaries, 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 issue of Equity Shares pursuant to this preferential allotment shall be kept by the Company in a separate Bank Account 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 there under 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.

Item No. 4 Approval of re-appointment of Mr. Chandra Shekhar Sony (DIN: 06431942) as the Managing Director of the Company

To consider and, if thought fit to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment there to or re-enactment thereof for the time being in force) and as amended from time to time, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any and based on the performance evaluation and the recommendation of the Board of Directors, Mr. Chandra Shekhar Sony (DIN: 06431942), who is eligible for re-appointment, be and is hereby re-appointed as the Managing Director, for a term of 3 (three) consecutive years commencing from 31st July, 2025, on such terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, revise and amend the terms and conditions of appointment and remuneration payable to Managing Director, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 5: Appointment of Ms. Twinkle Agarwal as Secretarial Auditor

To consider and, if thought fit to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and on the recommendations of the Board of Directors, the approval of the members be and is hereby accorded for the appointment of Ms. Twinkle Agarwal, Practicing Company Secretary (ACS: 52868) as Secretarial Auditor of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at a remuneration of Rs. 15,000/- p.a. and on such terms and conditions as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

For Classic Leasing & Finance Ltd.

Sd/-

Joyjit Das

Company Secretary & Compliance Officer

Date: 22nd August, 2025

Place: Kolkata

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video-Conferencing (VC)/Other Audio-Video Means (OAVM), without the physical presence of members at a common venue.
In compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 13th AGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to Scrutiniser at sgswetagupta13@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. M/s. R & D Infotech Private Limited, having its registered office at 15/C, Naresh Mitra Sarani Formerly Beltala Road, Kolkata – 700026 is appointed as Company’s Registrar & Transfer Agents for its share registry (both, physical as well as electronic).
5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
6. 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 AGM.
7. As per the provisions of Section 103 of the Companies Act, 2013, shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum.
8. In accordance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the Annual General Meeting along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depositories. Members may note that the Notice of AGM and Annual Report 2024-25 will also be available on the Company’s website www.classicleasing.net, website of BSE Limited at www.bseindia.com and on the website of Central Depository Services Limited at www.evotingindia.com.
9. Members are requested to notify changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, etc. to the concerned Depository Participant/Registrar and Transfer Agent/Company.

10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available for on-line inspection at the AGM.
11. An Explanatory Statement pursuant to Section 102 of the Act in respect of the special businesses set out above and additional information of Director proposed to be re-appointed at the forthcoming Annual General Meeting as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings is provided in the annexure to this Notice.
12. The Register of Members shall remain closed from 17th September, 2025 to 23rd September, 2025 (both days inclusive) for the purpose of 42nd AGM of the Company.
13. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts.

Voting Through Electronic Means:

14. Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with **Central Depository Services (India) Limited** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as Venue Voting on the date of the AGM will be provided by CDSL.
15. The Board of Directors has appointed Ms. Sweta Gupta, Practising Company Secretary (ACS: 58973) and proprietor of M/s. RSG & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
16. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
17. The remote e-voting period commences on **Saturday, 20th September, 2025 (9:00 am)** and ends on **Monday, 22nd September, 2025(5:00 pm)**. During this period, members of the Company holding shares as on the cut-off date of Tuesday, 16th September, 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.
18. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date, being Tuesday, 16th September, 2025. Any person, who ceases to be the Member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

19. Any person who become member of the Company subsequent to the dispatch of the Notice of AGM and holds the shares as on the cut-off date i.e., Tuesday, 16th September, 2025 may obtain the Login ID and Password by sending a request at helpdesk.evoting@cdslindia.com or Company/RTA. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.
20. The Members can join the AGM 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 INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** :Access through Depositories CDSL/NSDL e-Voting system in case of individual share holders holding shares in demat mode.
- Step 2** :Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Saturday, 20th September, 2025 (9:00 am)** and ends on **Monday, 22nd September, 2025 (5:00 p.m.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 16th September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteendigit 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 :Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
--	--

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <R & D INFOTECH PRIVATE LIMITED> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sgswetagupta13@gmail.com and classicleasingnfinance@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting 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 aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at classicleasingnfinance@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at classicleasingnfinance@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES

1. For Physical shareholders- please provide necessary details like 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 email to classicleasingnfinance@gmail.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / reappointment in Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Chandra Shekar Sony
Date of Birth	14 th July, 1982
Nationality	Indian
Date of first appointment on the board	31 st July, 2020
Qualification	Master of Business Administration
Experience in functional area	He has wide experience in the field of management and finance. He is having an experience of 15 years in Steel and Paper Industry.
Relationship with other Directors	Nil
Shareholding in the Company	Nil
List of directorships held in other Listed Companies	Nil
Committee membership in other Listed Companies	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3 Issue of Equity Shares on a Preferential Basis to entities belonging to Promoter and Non-Promoter Category

The Board of Directors upon the request/ commitment letter dated 22.08.2025 received from the Proposed Allottees, forming part of both the Promoters/ Promoter Group and Non-Promoters category of the Company thought it prudent to infuse fresh funds in the Company vide Preferential Issue of equity shares. The Company is required to comply with the requirement of net owned fund of Rs. 5,00,00,000/- (Rupees Five Crores Only) on or before March 31, 2025 and further net owned fund of Rs. 10,00,00,000/- (Rupees Ten Crores Only) on or before March 31, 2027 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 read with master direction of The Reserve Bank of India (Non-Banking Financial Company -Scale Based Regulation) Directions, 2023 vide circular no. RBI/DoR/2023-24/105 DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023.

The Board has evaluated the above and thus in its meeting held on Friday, August 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 92,50,000 (Ninety-Two 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, 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. 9,25,00,000/- (Rupees Nine Crores and Twenty-Five Lakhs Only) by way of cash consideration through fresh infusion of funds vide preferential allotment of equity shares in accordance with 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 Friday, August 22, 2025, subject to the approval of the Members and such other approvals as may be required, has approved the issuance of:

- Up to 92,50,000 (Ninety-Two 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 not exceeding an aggregate amount of Rs. 9,25,00,000/- (Rupees Nine Crores and Twenty-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 in lieu of fresh infusion of funds.

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:

The Company is required to comply with the requirement of Net Owned Fund of Rs. 5,00,00,000/- (Rupees Five Crores Only) on or before March 31, 2025 and further Net Owned Fund of Rs. 10,00,00,000/- (Rupees Ten Crores Only) on or before March 31, 2027 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 read with Master Direction of the Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 vide circular no. RBI/DoR/2023-24/105 DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023 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 92,50,000 Equity Shares of Face Value Rs. 10/- per share at an Issue Price of Rs. 10/- per share as determined under applicable Regulations of Chapter V of the 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 Dugar 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 of the face value of Rs. 10 /- (Rupees Ten Only) per equity share and will be issued at an issue price of Rs. 10 /- (Rupees Ten Only) per equity share.

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

Sl. No.	Category	Pre-Issue (as per Shareholding pattern dated 30.06.2025)		Post Issue Shareholding *	
		No of shares held	% of Share holding	No of shares held	% of Share holding
A	Promoters' holding:				

Sl. No.	Category	Pre-Issue (as per Shareholding pattern dated 30.06.2025)		Post Issue Shareholding *	
		No of shares held	% of Share holding	No of shares held	% of Share holding
1.	Indian/ HUF				
	Individual	3,19,100	10.64	38,19,100	31.17
	Body Corporate	6,85,700	22.86	8,85,700	7.23
	Sub Total Indian Promoters	10,04,800	33.49	47,04,800	38.40
2	Foreign Promoters	0	0	0	0
	Sub Total (A1 +A2)	10,04,800	33.49	47,04,800	38.40
B	Non-Promoters' holding:				
1	Institutional Investor	0	0	0	0
	Financial Institutions / Banks / Insurance Companies/FII	0	0	0	0
	Foreign Portfolio Investors	0	0	0	0
	Sub Total (B1)	0	0	0	0
2	Non-Institution Investor	0	0	0	0
	Private Corporate Bodies	9,91,274	33.04	65,41,274	53.40
	Indian Public	10,04,126	33.47	10,04,126	8.20
	Directors and Relatives	0	0	0	0
	Others (including NRI)	0	0	0	0
	Sub Total (B2)	19,95,400	66.51	75,45,400	61.60
	Sub-Total B [(B1) + (B2)]	19,95,400	66.51	75,45,400	61.60
	GRAND TOTAL (A+B)	30,00,200	100.00	1,22,50,200	100.00

*The above post-issue shareholding is prepared assuming the allotment of entire 92,50,000 equity shares on preferential basis at item No. 1.

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 Dugar	ACTPD5499D	Promoter	NA	10,000	0.33	8,50,000	8,60,000	7.02
2.	Manju Bothra	AEDPB7029K	Promoter	NA	79,000	2.63	26,50,000	27,29,000	22.28
3.	Rajmahal Credit Capital Private Limited	AACCR2734B	Promoter Group	Manju Bothra Urvee Bothra Dugar	39,000	1.30	2,00,000	2,39,000	1.95
4.	Navdhara Verso Private Limited	AAICN5352K	Non-Promoter	Ved Prakash Sharma and Paras Kumar Dugar	-	-	27,50,000	27,50,000	22.45
5.	Sunlike Exim Private Limited	AAVCS4635H	Non-Promoter	Arnab Das Gupta and Priyanka Sarda	-	-	28,00,000	28,00,000	22.86

**The above post-issue shareholding is prepared assuming the allotment of equity shares on preferential basis at item no.3.*

Pursuant to the above allotment there will be no change in control of the Company.

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 have not sold / transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date;
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 or 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, August 22, 2025, being the trading day immediately preceding the Date i.e., Sunday, August 24, 2025, being the 30th day prior to Tuesday, September 23, 2025, the date on which the AGM 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, CA Gaurang Agarwal (Reg. No: IBBI/RV/06/2021/14187) having office at B-10, Kamla Nagar, Agra-282005, Email Id: cagaurang2017@gmail.com and the price determined by such independent Registered Valuer is Rs. 6.82 (Rupees Six and Eighty-Two 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 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. 9,25,00,000/- (Rupees Nine Crores and Twenty-Five Lakhs Only) as the consideration payable 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 Dugar	Promoter
3.	Rajmahal Credit Capital Private Limited	Promoter Group
5.	Navdhara Verso Private Limited	Non-Promoter
6.	Sunlike Exim Private Limited	Non-Promoter

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 promoters Group (including directors of promoter group) or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Promoters or promoters Group (including directors of promoter group) or Directors are a fugitive economic offender as defined under the ICDR Regulations.

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:

The Company has not made any preferential allotment during the Financial Year 2025-2026.

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(ACS No. 59873 and COP 24357), Proprietor of RSG & Associates, Company Secretaries 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.

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. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under the ICDR Regulations.

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. 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Mrs. Manju Bothra, Mrs. UrveeBothra Dugar and M/s. Rajmahal Credit Capital Private Limited, being the Promoters/ Promoter Group of the Company, shall be 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. 3 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. 3 of the Notice. Issue of the equity shares pursuant to the Preferential Issue would be within the authorized share capital of the Company.

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

Item No. 4Re-appointment of Mr. Chandra Shekhar Sony as Managing Director of the Company

Pursuant to the provisions of Section 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder, Mr. Chandra Shekhar Sony (DIN: 06431942) was appointed as the Managing Director for a period of 5 (five) years w.e.f.31st July, 2020. The tenure of Mr. Chandra Shekhar Sony (DIN: 06431942) has expired on 30thJuly, 2025.

Based on performance evaluation and on the recommendation of Board of Directors and as per the provisions of Sections 149, 152, 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and other relevant provisions and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chandra Shekhar Sony (DIN: 06431942) is eligible for re-appointment as a Managing Director of the Company.

The Company has received declaration from Chandra Shekhar Sony (DIN: 06431942) that he is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and he is not debarred by SEBI or any other regulatory authority from holding the office of Director.

Mr. Chandra Shekhar Sony (DIN: 06431942) holds a degree of Master of Business Administration (MBA) and has 15 years of experience in the Steel and Paper Industry. Being a dynamic marketing personality, he looks after the entire operations of the Company directly with the support of a strong team.

The payment of remuneration has already been approved by the Board of Director at their meeting held on 22ndAugust, 2025. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the re-appointment and payment of remuneration to Chandra Shekhar Sony (DIN: 06431942) as detailed here under:

- a) Salary: The Managing Director shall receive a remuneration upto maximum of Rs. 40,00,000/- p.a. (Rupees Forty Lacs Only) which shall be within the limits as prescribed under Schedule V of the Companies Act, 2013.
- b) Perquisite: For such amount as may be decided by the Board of Directors.

Duties and Powers:

- a) The Managing Director shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- b) The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause (a) above.
- c) The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

Other Terms and conditions:

- a) The Managing Director shall be liable to retire by rotation.
- b) This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's official address or by making a payment of equivalent salary in lieu thereof.
- c) The Company may terminate this Agreement forthwith by notice in writing to Mr. Chandra Shekhar Sony (DIN: 06431942) if he becomes bankrupt or make any composition or arrangement with his creditors or if he cease to be Director or commit a breach of any of the terms, conditions and stipulations herein contained and, on his part, to be observed and performed.
- d) Mr. Chandra Shekhar Sony (DIN: 06431942) shall during his term, abide by the provisions of the Company's Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- e) This agreement is subject to the jurisdiction of the Courts of West Bengal. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out hereinafter.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of re-appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Chandra Shekhar Sony (DIN: 06431942) (the appointee), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends the re-appointment of Mr. Mr. Chandra Shekhar Sony (DIN: 06431942) as Managing Director for a further period of 3 (three) consecutive years w.e.f. 31st July, 2025, for approval of the Members of the Company by way of Special Resolution.

The Board recommends the resolution set out at Item No. 4 of the accompanying Notice for your approval as Special Resolution.

Item No. 5 Appointment of Ms. Twinkle Agarwal as Secretarial Auditor of the Company

The Board of Directors of the Company at its meeting held on 12th August, 2025 approved the appointment of Ms. Twinkle Agarwal, Practicing Company Secretary, as the Secretarial Auditor of the Company for a period of five financial years commencing from the financial year 2025-26, subject to the approval of the members.

In terms of the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to appoint a Practicing Company Secretary to conduct the Secretarial Audit of the Company. The Secretarial Auditor examines and reports on the compliance of various applicable corporate and securities laws, secretarial standards, and governance practices.

Ms. Twinkle Agarwal is a qualified Company Secretary and a Member of the Institute of Company Secretaries of India (ICSI). She holds a Commerce Degree from St. Xavier's College, Kolkata and possesses extensive professional experience in Corporate Laws, Securities Laws, Corporate Governance, and ROC Compliances. She has been associated with several listed and unlisted companies, providing compliance advisory and audit services. Her experience includes conducting numerous Secretarial Audits and contributing to forensic audits, ensuring adherence to legal requirements and best governance practices.

Considering her professional qualifications, extensive experience, and proven track record, the Board is of the view that the appointment of Ms. Twinkle Agarwal will strengthen the compliance framework and governance standards of the Company.

Considering her expertise in corporate law, secretarial audit and compliances relating to Companies Act & SEBI (LODR) Regulations, 2015, the Board recommends the resolution set out in Item No. 5, for the approval of members as an Ordinary Resolution.

The Secretarial Auditor shall be paid a fees of Rs. 15,000/- p.a. for conducting Secretarial Audit.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

For Classic Leasing & Finance Ltd.

Sd/-

Joyjit Das

Company Secretary & Compliance Officer

Date: 22nd August, 2025

Place: Kolkata