

Classic Leasing & Finance Limited



ANNUAL REPORT

2011-12

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ANNUAL GENERAL MEETING

Day : Friday

Date : 28th September, 2012

Time : 10am

Venue: 16A Everest House, 46C, JL Neheru Road, Kolkata
700071

CLASSIC LEASING & FINANCE LIMITED

NOTICE

CLASSIC LEASING & FINANCE LIMITED (CIN: L65921WB1984PLC037347) will be held on Friday, 28th day of September, 2012 at 10a.m. at 16A, Everest House, 46C, J. L. Nehru Road, Kolkata-700071, West Bengal, to transact the following business :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2012, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prashant Bothra, who retires by rotation and being eligible, offers themselves for reappointment.
3. To re-appoint Dilip Mukherjee & Co. as the Auditor of the Company and to authorise the Board of Directors to fix their remuneration.

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

Date: - 24.08.2012

For & on Behalf of the Board

Sd/-
Vijay Bothra
Managing Director

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of him/her to attend and vote on a poll and such proxy need to be a member of the Company. Proxies in order to be effective must be reached at the registered office of the Company not less than forty eight hours before the commencement of the meeting.
2. Shareholders are requested to immediately notify the Company of any change in their address.

The Company has already notified closure of Register of Members and Share Transfer Books from 23th September 2012 to 27th September, 2012 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

3. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of anybody corporate which is a shareholder of the Company, unless a certified copy of the resolution appointing him/ her as duly authorized representative has been deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.
4. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its registrars and Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository Participant of the members.
5. Members holding shares in the electronic form are requested to intimate immediately any changes in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company / Registrars and Transfer Agents, M/s. R & D Infotech Private Limited.
6. Members desiring any information with regard to Accounts/ Reports are requested to submit their queries addressed to the Company Secretary at least ten days in advance of the meeting so that the information called for can be made available at the meeting.

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

Date: - 24.08.2012

For & on Behalf of the Board

Sd/-
Vijay Bothra
Managing Director

DIRECTORS' REPORT

To The Members,

The Directors hereby present their Annual Report together with the audited accounts of the Company for the financial year ended **31st March 2012**.

FINANCIAL RESULTS

The summarized financial results are:

	(Rs.)	(Rs.)
	<u>2011-12</u>	<u>2010-11</u>
Profit before Interest & Depreciation	112141.07	107733.00
Less: Interest	<u>4410.00</u>	<u>0.00</u>
Profit after Interest before Depreciation	107731.07	107733.00
Less: Depreciation (net)	<u>89803.00</u>	<u>89996.00</u>
Profit before Tax and prior period adjustments	17928.07	17737.00
Surplus arising towards change in method of Depreciation from WDV to SLM	0.00	0.00
Less: Prior period adjustments (net)	<u>0.00</u>	<u>0.00</u>
Profit before Tax	17928.07	17737.00
(Less)/ Add: Tax Expense	10004.18	39518.00
Income tax for earlier years	<u>0.00</u>	<u>0.00</u>
Profit after Tax	27932.25	57255.00
Add: Balance brought forward from previous yr.	<u>263586.99</u>	<u>206331.99</u>
Profit available for appropriation	<u>291519.24</u>	<u>263586.99</u>
Appropriations:		
i) Proposed Dividend	00.00	00.00
ii) Corporate Dividend tax	<u>00.00</u>	<u>00.00</u>
Balance carried to Balance Sheet	<u>291519.24</u>	<u>263586.99</u>

DIVIDEND

Your directors has not recommended dividend for the year 2011-12, subject to the approval of the shareholders.

OPERATIONAL REVIEW

The Company is engaged in investment activities and other financial services during the year under review and moreover the Company is not having any division(s)/ branch(s), hence the requirement of segment-wise reporting is considered irrelevant.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 217 (2AA) of the Companies Act, 1956, your Directors state that:

- (i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) The directors had selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the asset of the Company and for preventing and detecting fraud and other irregularities.
- (iv) These accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Your Company has complied with the various requirements of corporate governance. The necessary details along with the Statutory Auditors Certificate in this regard are annexed herewith forming part of this report.

SUBSIDIARY COMPANIES

Since the Company does not have any subsidiary company under section 212 of the Companies Act, 1956, so no documents in regard to the subsidiary companies is annexed.

MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion and Analysis have been reviewed by the Audit Committee and the same is forming a part of this Annual Report.

DIRECTORS

As per the provisions of Section 256 of the Companies Act, 1956, Mr. Prashant Bothra, director retire by rotation and, being eligible, offer themselves for reappointment.

AUDITORS

M/s. Dilip Mukherjee & Co, Chartered Accountants, who retires at the ensuing Annual General Meeting and being eligible, has offered themselves for re-appointment.

AUDITORS' OBSERVATIONS

The observations made in the Auditors' Report are dealt with in the Notes to the Accounts at appropriate places and are self - explanatory.

PERSONNEL

During the year under review none of the employees was in receipt of remuneration of Rs.120000/- per annum when employed throughout the year of Rs.10000/- per month when employed for the part of the year and therefore the provisions of Section 217 (2A) of the Companies Act,1956 read with Companies (Particulars of employees) Rules 1975 as amended are not attracted.

APPRECIATION

The Directors gratefully acknowledge the valuable assistance and guidance extended by the Government of India and the State Governments and other financial institutions, banks, customers, employees and all its stakeholders.

On behalf of the Board of Directors

**Kolkata
24.08.2012**

**(Vijay Bothra)
Managing Director**

**(Sanjay Kumar Bubna)
Director**

REPORT ON CORPORATE GOVERNANCE
(Pursuant to Clause 49 of the Listing Agreement)

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2012.

I. Company's philosophy on Code of Governance

The Company places a strong emphasis on transparency, empowerment, accountability and integrity with the objective to continuously enhance value for all its stakeholders.

The Company is in compliance with the requirements of the revised guidelines on corporate governance stipulated under Clause 49 of the Listing Agreement with the Stock Exchange.

II. Board of Directors

- (i) The composition of the Board is in conformity with Clause 49 of the Listing Agreement with the Stock Exchange.
- (ii) The Company has a Non-Executive Chairman and the number of independent Directors is half the numbers of the total number of Directors.
- (iii) None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as specified in Clause 49. across all companies in which he is a Director.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year ended 31st March, 2012 and the number of Directorships and Committee Chairmanships / Memberships held by the in other companies is given below. Other directorships do not include **Alternate directorships, directorships of private limited companies and of companies incorporated outside India. Chairmanship/Membership of Board Committees include only Audit and Shareholders'/Investors' Grievance Committee.**

Name	Category	No of Board Meetings attended during the year 2011- 12	Whether attended last AGM	No of other and Directorships and Committee Members/ chairmanships held	
Mr. Vi jay Bothra	NED & Chairman	5	YES	8	Nil
Mr.Sanjay Bubna	NED & ID	5	YES	3	Nil
Mr. Prashant Bothra	NED	5	YES	8	Nil

NED: Non-Executive Director. ID: Independent Director.

- (iv) during the year ended March 31st,2012 five meetings of the Board of Directors were held on 30th June,2011, 28th October. 2011, 25th November 2011. 31st January, 2012 and 30th March 2012

III. Audit Committee

- (i) The Board constituted and Audit Committee in accordance with the requirements of Section 292A of the Companies Act, 1956, its terms of reference were in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchange. Statutory Auditors were regular invitees of the Committee Meetings.
- (ii) The terms of reference of the Audit Committee are broadly as under :
- a. Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
 - b. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
 - c. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - > changes in accounting policies and practices.
 - > Major accounting entries based on exercise of judgment by management.
 - > Qualifications in draft audit report

- > Significant adjustments arising out of audit.
 - > The going concern assumption
 - > Compliance with accounting standards
 - > Compliance with stock exchange and legal requirements concerning financial statements.
 - > Any related party transactions i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc that may have potential conflict with the interests of company at large.
- d. Reviewing the management, external and internal auditors, the adequacy of internal control systems.
 - e. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal] audit.
 - f. Discussion with internal auditors any significant findings and follow up thereon.
 - g. Reviewing the findings of any internal investigations by internal auditors into matters where there is suspected fraud or irregularity
 - h. Discussion with external auditors before the audit commences nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.
 - i. Reviewing the company's financial risk management policies

(iii) The Audit Committee comprises two Non-Executive Directors, viz. Mr. Sanjay Bubna & Mr. Prashant Bothra and Shri Sanjay Bubna being an Independent Director and Chairman of the Committee. During the year ended March 31, 2012, four Audit Committee Meetings were held on 24th June 2011, 23th September, 2011, 24th October, 2011 and 23th March.2012.

The attendance of the Directors at Audit Committee Meetings held during the year 2010-11 was as under:

Name	Designation	No. of Audit Committee Meetings attended
Mr.Sanjay Bubna	Chairman	4
Mr. Prashant Bothra	Director	4

IV. Remuneration of Directors:

- (a) The terms of Appointment of the Executive Directors will be governed by resolutions passed by the Remuneration Committee, the Board of Directors and the approved in a AGM by the Shareholders of the Company whenever applicable.

(b) No. remuneration is being paid to Non-Executive Directors. No sitting fees are being paid to the Non-Executive Directors during the year 2011-12 for attending Board & Committee Meetings.

(vii) Details of shares of the Company held by Non-Executive Directors as on 31st March, 2012 were as follows:

1. Mr. Vijay Bothra 1, 48,000 Equity Shares

The Company has not issued any convertible instruments.

V. Shareholders'/Investors' Grievance Committee:

- (i) The Board Constituted a Shareholder/Investors' Grievance Committee in accordance with the requirements of Clause 49 of the Listing Agreement entered into with the Stock Exchanges. This Committee redressed of the shareholders' and investors' grievances like delay in the transfer of shares, non-receipt of the .Annual Report, etc: and approves the sub-division, transmission, issue of duplicate shares etc.
- (ii) The Shareholders'/Investors' Grievance Committee comprised of two Non- Executive Directors. Shri Sanjay Bubna being the Chairman.

During the year 2011-12, five meetings of the Shareholders'/Investors' Grievance Committee were held respectively on 25th June, 2011 24th September, 2011, 24th December, 2011, 28th January,2012 & 24th March,2012.

Attendance of Directors at Shareholders'/Investors' Committee Meetings held during the year 2010-11 are as follows:

Name	Designation	No. of Committee Meetings attended
Mr. Sanjay Bubna	Chairman	5
Mr.Prashant Bothra	Member	5

Mr. Sanjay Bubna is the Compliance Officer.

iii) Redressed of Shareholders'/Investors' Grievances :

No. of Shareholders' complaints received during the year 2011-12	0
No. of complaints resolved to the satisfaction of Shareholders as on 31 st March. 2012	0
No. of pending complaints as on 31 st March. 2012	0

VI. Share Transfer Committee

- (i) The Board constituted a share Transfer Committee in accordance with the requirements of Clause 49 of the Listing Agreement entered into with the Stock Exchanges. This Committee approves the transfer of shares and also approves the sub-division, transmission, issue of duplicate shares etc.
- (ii) The Committee comprised of two Non-Executive Directors. Shri Sanjay Bubna being the Chairman.

During the year 2011-12, five meetings of the Shareholders'/Investors' Committee Meetings held during the year 2011-12 are as follows:

Name	Designation	No. of Committee Meetings attended
Mr.Sanjay Bubna	Chairman	5
Mr.Prashant Bothra	Member	5

Mr.Sanjay Bubna is the Compliance Officer.

VII. General Body Meetings

- (i) Particulars of the last three AGMs

Financial Year	Date	Location	Time
2008-09	30.09.09	16 A, Everest House.46C,Jawaharlal Nehru Road,Kolkata-700071	10.00 a.m
2009-10	30.09.10	16A, Everest House,46C,Jawaharlal Nehru Road.Kolkata-700071	10.00 a.m
2010-11	30.09.11	16AJEvercst House,46C,Jawaharlal Nehru Road,Kolkata-700071	10.00 a.m

(ii) Special Resolution:

No Special Resolution was passed at the above AGM's.

No Special Resolution was required to be put through postal ballot at the above-mentioned AGMs. Besides, no resolution is required to be put through postal ballot at the ensuing AGM.

VIII. Disclosures

- (i) **Disclosures on materially significant related party transactions that may not be prejudicial to the interest of the company at all.**

Separately disclosed in Notes to Accounts in this Annual Report.

- (ii) **Details of non-compliance by the Company, penalties imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years : Nil**

- (iii) The Board of Directors has decided to defer the implementation of Whistle Blower Policy since the same is non-mandatory under Clause 49 of the Listing Agreement. No employee is denied access to the Audit Committee.

- (iv) The Company has complied with all the mandatory requirements of Clause 49 as detailed herein.

IX. Means of Communication

The quarterly, half yearly and the annual financial results are normally published in the Economic Times, Kolkata (English) and Kalantar (Bengali) Management Discussion and Analysis Report forms part of this Annual Report to the

shareholders of the Company. The Company is yet to develop a website.

X. General Shareholder Information:

(i) Annual General Meeting:

Date : 28th September, 2012
Time : 10.00 a.m.
Venue : 16A Everest House, 46C. Jawaharlal Nehru Road, Kolkata-700071

(ii) Financial calendar 2011-12

The Financial Year of the Company is April to March. Publication of Results for the year 2010-11 will be as follows (tentative):-

First quarter ending June 30. 2011 (Unaudited)	4 th Week of July. 2011
Half year ending September 30, 2011 (Unaudited)	4 th Week of October, 2011
Third Quarter ending December 31, 2011 (Unaudited)	4 th Week of January. 2012
Year ending March 31, 2012 (Audited)	4 th Week of June, 2012

iii) Date of Book Closure:

From 23th September 2011 to 29th September, 2011 (both days inclusive)

iv) Dividend Payment date:

The Directors have not recommended any Dividend for the year ended 31st March, 2011.

v) Listing on Stock Exchanges:

The Company's Equity Shares are listed at:

	Name of Stock Exchanges	Stock Code
1	The Calcutta Stock Exchange Association Ltd. 7. Lyons Range, Kolkata - 700 001	013099

vi) Market Price Data :

Monthly high and low quotations of shares traded on the Stock Exchanges at Calcutta Stock Exchange (Regional Exchange)

	CSE	
Month	High	Low
April 2011	No Quotations	
May 2011	No Quotations	
June 2011	No Quotations	
July 2011	No Quotations	
August 2011	No Quotations	
September 2011	No Quotations	
October 2011	No Quotations	
November 2011	No Quotations	
December 2011	No Quotations	
January 2012	No Quotations	
February 2012	No Quotations	
March 2012	No Quotations	

vii) Registrar and Transfer Agents

Name and Address : R & D Infotech Pvt. Ltd.
1st Floor, 7A, Beltala Road
Kolkata - 700 026
Phone No. : 91 33 2419-2641 & 42
Fax No : 9133 2476-1657
Email : rd.infotech@vsnl.net
Website : www.rdinfotech.org*

The Shareholders holding shares in the electronic form should address their correspondence to their respective depository participants.

(viii) Share Transfer System:

About 2.30% of shares of the Company are held in electronic form. Transfer of these shares is done through the depositories with no involvement of the

Company. Regarding transfer of shares in physical form, the transfer documents are processed by the Company's Registrar and Transfer Agents (RTA) at the above mentioned address normally within 15 days from the date of receipt and the share Certificates returned duly transferred in favor of transferees, if the documents are complete in all respects. Share Transfers under objections are returned immediately. The Share Transfer Committee of the Board of Directors considers the transfer upto 5000 shares are processed by the Company's RTA.

ix) Shareholding as on 31th March 2012

(a) Distribution of shareholding:

RANGE IN NO. OF SHARES	RANGE IN VALUE OF SHARES	NUM. OF SHARE HOLDERS	% OF TOTAL HOLDING	NUM OF SHARES	% OF TOTAL HOLDING
UPTO 500	Upto 5000	184	40.529%	23300	0.78%
501 to 1000	5001 to 10000	195	42.952%	187700	6.26%
1001 to 2000	10001 to 20000	7	1.542%	11300	0.38%
2001 to 3000	20001 to 30000	7	1.542%	19700	0.66%
3001 to 4000	30001 to 40000	0	0.000%	0	0.00%
4001 to 5000	40001 to 50000	2	0.441%	9500	0.32%
5001 to 10000	50001 to 100000	8	1.762%	61400	2.05%
10001 to 50000	100001 to 500000	37	8.590%	992300	33.07%
50001 to 100000	500001 to 1000000	8	1.762%	599900	20.00%
100001 and above	1000001 and above	4	0.881%	1095100	36.50%
GRAND	TOTAL	452	100.00%	3000200	100.00%

(b) Category of Shareholders:

Category	No. of Shares	% of Shareholding
Promoters	1648700	54.953%
Mutual Fund & Unit Trust of	0	0.000%
Banks, Financial Institutions & Insurance Companies	0	0.000%
Foreign Holding	0	0.000%
Others	1351500	45.047%
Total		100.00

(x) Dematerialization of Shares and liquidity.

The shares of the Company are traded in dematerialized form with both the depositories, viz National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL.)

As on March 31, 2012, 68872 shares of the Company, comprising 2.30 % of the share capital, had been dematerialized.

The Company's shares are traded on the Calcutta Stock Exchange Ltd.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company is **INE949C0106**

xi) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion and likely impact on equity- Not applicable.

xii) Plant Location: N.A.

xiii) Address for correspondence:

CLASSIC LEASING & FINANCE LTD
16-A, Everest House,
46-C, Chowringhee Road Kolkata - 700 071
Telephone No. 91 33 2288-3104
Fax No. 91 33 2288-3105
Email: classicleasing@vahoo.com

Annexure to Directors Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Directors of Classic Leasing & Finance Limited (CLFL) are pleased to present the Management Discussion & Analysis (“MD&A”) Report for the Year Ended 31st March, 2012.

It is prudent to draw attention to the reader that the MD&A may make references to business projections or expectations. Any forward-looking statement made by the Company is based on our current expectations and assumptions regarding our business, the economy, and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. We caution you, therefore, against relying on any of these forward looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. There are no limitations to the factors that could cause the actual results to vary materially from those in any of the projections or forward-looking statements.

NON-BANKING FINANCE COMPANY (NBFC) OUTLOOK

For several years, NBFCs have rapidly emerged as an important segment of the Indian Financial System. The sector is now being recognized as complementary to the banking sector due to the implementation of innovative marketing strategies, introduction of tailor made products, customer-oriented services, attractive rates of return on deposits and simplified procedures. In fact, NBFCs have emerged as a powerful force for financial inclusion in India, serving the bottom of the pyramid rural clients.

NBFCs are characterized by their ability to provide niche financial services in the Indian economy. Because of their relative organizational flexibility leading to a better response mechanism, they are often able to provide tailor-made services relatively faster than banks. This enables them to build up a clientele that ranges from small borrowers to established corporates. NBFCs have often been leaders in financial innovations, which are capable of enhancing the functional efficiency of the financial system.

In fact, RBI’s latest report titled “Report on trends on progress of banking in India” observes: “Non-Banking Financial Institutions (NBFIs) are playing pivotal role in broadening access to financial services, enhancing competition and diversification of the financial sector. They are increasingly being recognised as complementary to the banking system capable of absorbing shocks and spreading risk mitigation at the times of financial distress”, further “NBFCs perform a diversified range of functions and offer various financial services to individual, corporate and institutional clients. They have been helping to bridge the credit gaps in several sectors where the institutions like banks are unable to venture. With the growing importance assigned to financial inclusion, NBFCs have come to be regarded as important financial intermediaries particularly for the small-scale and retail sectors.”

NBFC’s are governed and are required to be registered with RBI, follow stringent prudential norms prescribed by RBI in the matters of capital adequacy, credit investment norms, asset-liability management, income recognition, accounting standards, asset classification,

provisioning for NPA and several disclosure requirements. Besides this, RBI also supervises the functioning of NBFCs by conducting annual on-site audits through its officials. Such a rigorous regulatory framework ensures that NBFCs function properly and follow all the guidelines of RBI. Thus in all respect the monitoring of NBFCs is similar to banks.

PERSONNEL

There are no employees during the period drawing remuneration specified under Section 217 (2A) of the Companies Act, 1956. As such, no particulars are required to be furnished.

RISKS & CONCERNS

Being a Financial company, CLFL is exposed to specific risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, credit risk and market risk. The most important among them are credit risk, market risk and operational risk. The measurement, monitoring management of risk remains key focus areas for the company.

FUTURE PLANS

In the upcoming years, CLFL will strive to be one of the top financial services businesses in India focused on delivering superior customer experience through class leading services and competitive products while providing consistent and superior returns to the company's shareholders and at the same time maintaining the high levels of integrity.

DISCLAIMER

Certain Statements in the Management Discussion and Analysis describing the company's views about the industry, expectations, objectives, etc may be understood 'forward looking statement' within the meaning of applicable laws and regulations. Factors like changes in Government regulations, tax laws and other factors such as industrial relations and economic developments etc. may further influence the company's operations or performance. Actual results may differ substantially or materially from those expressed or implied.

On and Behalf of the Board

Vijay Bothra
Managing Director

Registered Office

16a, Everest House,
46c JL Neheru Road
Kolkata-700071
Date: - 24.08.2012

DECLARATION PURSUANT TO CLAUSE 49 1 (D) (ii) OF THE LISTING AGREEMENT

In accordance with Clause 49 1(D)(ii) of the Listing Agreement with the Stock Exchanges, I hereby declare that the Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct as applicable to them for the year ended March 31, 2012.

Place: Kolkata
Date: 24.08.2012

Sd/-
Vijay Bothra
Chairman, Director

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of Classic Leasing & Finance Limited

We have examined the compliance of the conditions of corporate governance by Classic Leasing & Finance Limited ("the Company") for the year ended on March 31, 2012, as stipulated in clause 49 of the listing agreements of the said company with relevant stock exchanges.

The compliance of the conditions of corporate governance is the responsibility of the management.

Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: - Kolkata

FOR RBM & ASSOCIATES
COMPANY SECRETARIES

Date: - 24.08.2012

Sd/-
Radhaballav Mandal
C.P.NO.: 8659

CEO/ CFO CERTIFICATION

To the Board of Directors
Classic Leasing & Finance Limited

- a) We have reviewed the financial statements and cash flow statement of Classic Leasing & Finance Limited for the year ended March 31, 2012 and to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affair and are in compliance with existing Accounting Standards, applicable laws and regulations, other than the accounting treatment in respect of court approved Scheme(s) of Arrangement which have been explained in the relevant notes to the Accounts.
- b) To the best of our knowledge and belief, no transactions are entered into by the Company during the year ended March 31, 2012, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which we are aware and steps that have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) Significant changes in the internal control over financial reporting during the year;
 - ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata
Date: 24.08.2012

Vijay Bothra
Managing Director

Sanjay Kumar Bubna
Chief Financial Officer

AUDITORS' REPORT

To the Members of Classic Leasing & Finance Limited

We have audited the attached Balance Sheet of M/s **CLASSIC LEASING & FINANCE LIMITED** as at **31st March 2012** and also the Statement of Profit and Loss for the year ended as on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

- a. We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet and Statement of Profit & Loss dealt with by this report are in agreement with the Books of Account.
- d. In our opinion, the Balance Sheet and the Statement of Profit & Loss dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.

- e. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, as amended, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012, and
 - ii. In case of the Statement of Profit & Loss , of the profit of the Company for the period ended on that date.

For Dilip Mukherjee & Co.
Chartered Accountants

C.A. Dilip Kumar Mukhopadhyay
Proprietor
M No -050680

Dated: 24th August, 2012

CLASSIC LEASING & FINANCE LIMITED

BALANCE SHEET as at 31st March, 2012

Particulars	Note No	Figures as at 31.03.12	Figures as at 31.03.11
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	1	30,002,000.00	30,002,000.00
Reserves and Surplus	2	291,519.24	263,586.99
Defferd Tax		326,376.37	336,380.55
Current Liabilities			
Other current liabilities	3	74,861,672.49	1,556,596.00
Short-term provisions	4	35,366.00	32,049.00
Total		105,516,934.10	32,190,612.54
Assets			
Non-current assets			
<i>Fixed assets</i>			
Assets	5	658,806.00	748,609.00
Non-current investments	6	85,311,250.00	9,326,250.00
Other Non Current Assets	7	3,609,647.00	3,784,545.00
Long term loans and advances	8	500,000.00	402,744.00
Short term loans and advances	9	13,514,205.75	15,896,234.75
Current assets			
Inventories	10	1,775,975.99	1,775,976.00
Cash and cash equivalents	11	147,049.36	256,253.79
Total		105,516,934.10	32,190,612.54
Significant Accounting Policies & Notes on Accounts Schedules 1 to 13 form an integral part of Accounts	15	-	-

This is the Balance Sheet referred to in our report of even date.

Dilip Mukharjee & Co.
Chartered Accountants

For and on behalf of the Board

Vijay Bothra
Managing Director

Prashant Bothra
Director

Dilip Kumar Mukhopadhyay
Proprietor

Date : 24/08/2012
Kolkata,

CLASSIC LEASING & FINANCE LIMITED

STATEMENT OF PROFIT AND LOSS

Profit and Loss statement for the year ended 31st March, 2012

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
INCOME :			
Revenue from operations	12	470,134.00	470,351.00
Total Revenue		470,134.00	470,351.00
Expenses:			
Employee benefit expense	13	130,759.00	216,250.00
Other expenses	14	231,643.93	146,368.00
Depriciation		89,803.00	89,996.00
Total Expenses		452,205.93	452,614.00
Profit before exceptional and extraordinary items and tax		17,928.07	17,737.00
Profit before tax		17,928.07	17,737.00
Tax expense:			
Current tax		3,317.00	4,281.00
Less : MAT Credit Entitlement		3,317.00	-
Net Current Tax.		-	(4,281.00)
Defferd Tax		10,004.18	43,799.00
Profit(Loss) from the period from continuing operations		27,932.25	57,255.00
Profit/(Loss) for the period		27,932.25	57,255.00
Earning per equity share:			
Basic		0.00	0.00
Diluted		0.00	0.00
Significant Accounting Policies & Notes on Accounts Schedules 1 to 13 form an integral part of Accounts	15		

is is the Balance Sheet referred to in our report of even date.

Dilip Mukharjee & Co.
Chartered Accountants

For and on behalf of the Board

Vijay Bothra
Managing Director

Prashant Bothra
Director

Dilip Kumar Mukhopadhyay
Proprietor

Kolkata,
Date : 24/08/2012

Classic Leasing & Finance Limited

Cash Flow Statement for the year ended 31st March , 2012

PARTICULARS	Amount (Rs.)			
	2011-12			
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax		17,928.07		
Adjustments for :				
Add : Depreciation		89,803.00		
Operating Profit before Working Capital Changes		107,731.07		
Adjustments for :				
Decrease in Trade & Other Receivables		1,987,642.00		
Increase in Trade Payables		73,305,076.50		
Cash Generated from Operations		75,400,449.57		
Direct Taxes		475,346.00		
Net Cash generated from / (used in) Operating Activities	[A]	75,875,795.57		
CASH FLOW FROM INVESTING ACTIVITIES				
Investment in Shares & Debentures		(75,985,000.00)		
Net Cash Flow used in Investing Activities	[B]	(75,985,000.00)		
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS [A +B]		(109,204.43)		
Opening Cash & Cash Equivalents		256,253.79		
Closing Cash & Cash Equivalents		147,049.36		
<table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> DILIP MUKHARJEE & CO. Chartered Accountants Dilip Kumar Mukhopadhyay PROPRIETOR Membership No.050680 Kolkata, Dated:- 24th August 2012 </td> <td style="width: 50%; vertical-align: top; text-align: right;"> For and on behalf of the Board Vijay Bothra Managing Director Prashant Bothra Director </td> </tr> </table>			DILIP MUKHARJEE & CO. Chartered Accountants Dilip Kumar Mukhopadhyay PROPRIETOR Membership No.050680 Kolkata, Dated:- 24th August 2012	For and on behalf of the Board Vijay Bothra Managing Director Prashant Bothra Director
DILIP MUKHARJEE & CO. Chartered Accountants Dilip Kumar Mukhopadhyay PROPRIETOR Membership No.050680 Kolkata, Dated:- 24th August 2012	For and on behalf of the Board Vijay Bothra Managing Director Prashant Bothra Director			

CLASSIC LEASING & FINANCE LIMITED

Schedules to Balance Sheet as at 31st March 2012

<u>SCHEDULE - 1</u>		As at 31.03.12	As at 31.03.11
<u>Equity Share Capital :</u>			
Authorised Share Capital 35,00,000 equity Shares of Rs.10/- each		35000000.00	35000000.00
Issued, Subscribed and Paid Up Share Capital 30,00,200 Equity shares (3,00,200) of Rs.10/- each fully paid up		30002000.00	30002000.00
		30002000.00	30002000.00
Shareholders holding more than 5 % of Equity Share Capital			
Name of the Shareholder	Share holding as at 31.03.12	Share holding as at 31.03.11	
	shares held	No. of shares held	% of holding
	% of holding	%	%
Ridhi Credit Capital Pvt Ltd	305,000	305,000	10.17
Urvee Investment Pvt Ltd	440,000	440,000	14.67
Regency Vanijya Pvt Ltd	242,100	242,100	8.07
	987,100	987,100	32.91
<u>SCHEDULE - 2 : RESERVES & SURPLUS</u>			
Surplus Account			
Balance from Profit & Loss Account		27,932.25	57,255.00
Add : Balance brought forward		263,586.99	206,331.99
Balance carried forward to Balance Sheet		291,519.24	263,586.99
		291,519.24	263,586.99
<u>SCHEDULE - 3 : OTHER CURRENT LIABILITIES</u>		As at 31.03.12	As at 31.03.11
For Expenses	736,672.49	221,596.00	
Other Liabilities	73,540,000.00	750,000.00	
Security Deposit	585,000.00	585,000.00	
	74,861,672.49	1,556,596.00	
<u>SCHEDULE - 4 : SHORT TERM PROVISIONS</u>			
Provision For Tax	35,366.00	32,049.00	
	35,366.00	32,049.00	

CLASSIC LEASING & FINANCE Ltd

Schedules to Balance Sheet as at 31st March, 2012

SCHEDULE - 5

FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 01.04.2011	Addition	(Sales) / adjustment	As at 31.03.2012	Upto 31.03.2011	For the Year	Upto 31.03.2012	As at 31.03.2012	As at 31.03.2011
ASSETS									
Furniture & Fixtures	6,500.00	-	-	6,500.00	6,281.00	219.00	6,500.00	-	219.00
Computers	1,322,579.00	-	-	1,322,579.00	917,722.00	62,820.00	980,542.00	342,037.00	404,857.00
Software	325,000.00	-	-	325,000.00	63,185.00	15,440.00	78,625.00	246,375.00	261,815.00
Equipments	150,339.31	-	-	150,339.31	107,042.31	7,140.00	114,182.31	36,157.00	43,297.00
Air Conditioner	45,000.00	-	-	45,000.00	30,659.00	2,140.00	32,799.00	12,201.00	14,341.00
Cellular phone	43,000.00	-	-	43,000.00	18,920.00	2,044.00	20,964.00	22,036.00	24,080.00
Total	1,892,418.31	-	-	1,892,418.31	1,143,809.31	89,803.00	1,233,612.31	658,806.00	748,609.00

Amount in Rs.

CLASSIC LEASING & FINANCE LIMITED

Schedules to Balance Sheet as at 31st March 2012

	As at 31.03.12	As at 31.03.11
<u>INVESTMENT IN QUOTED EQUITY SHARES</u>		
Alfa Transformers Limited	13,500.00	13,500.00
Century Enka Limited	11,000.00	11,000.00
Classic Global Securities Limited	9,000.00	9,000.00
Orind Exports Limited	11,000.00	11,000.00
Pertech Computers Limited	18,000.00	18,000.00
	62,500.00	62,500.00
<u>INVESTMENT IN UNQUOTED EQUITY SHARES</u>		
Bothra Automotives Private Limited	447,000.00	447,000.00
Kohinoor Papers & Newsprint Private Limited	75,985,000.00	-
Parasar Vyapaar Private Limited	141,350.00	141,350.00
Pratham Motors Private Limited	110,000.00	110,000.00
Rajmahal Credit Capital Private Limited	93,500.00	93,500.00
Ridhi Credit Capital Private Limited	71,500.00	71,500.00
Riki Properties Private Limited	49,500.00	49,500.00
Sankalp Motors Private Limited	110,000.00	110,000.00
Satyavama commotrade Private Limited	141,900.00	141,900.00
Urvee Investment Private Limited	7,849,500.00	7,849,500.00
Bothra Cars private Limited	249,500.00	249,500.00
	85,311,250.00	9,326,250.00
<u>SCHEDULE - 7 : OTHER NON CURRENT ASSETS</u>		
	As at 31.03.12	As at 31.03.11
Debtors expected to be received NOT within 1year	3,609,647.00	3,624,545.00
Plinimunery Expenses	-	160,000.00
	3,609,647.00	3,784,545.00
<u>SCHEDULE - 8 : LONG TERM LOANS AND ADVANCES</u>		
	As at 31.03.12	As at 31.03.11
<u>Loans and Advances</u> (Advances recoverable in Cash or kind but not expected within before one year)		
Other Advances	500,000.00	402,744.00
	500,000.00	402,744.00
<u>SCHEDULE - 9 : SHORT TERM LOANS & ADVANCES</u>		
	As at 31.03.12	As at 31.03.11
<u>Loans and Advances to related parties</u>		
Share Application Money	7,190,000.00	9,100,000.00
Other Current Assets	4,902,629.00	5,157,975.00
Advance Income Tax , TDS & TCS, MAT	1,421,576.75	1,638,259.75
	13,514,205.75	15,896,234.75

CLASSIC LEASING & FINANCE LIMITED

Schedules to Balance Sheet as at 31st March 2012

SCHEDULE - 10 : INVENTORIES	As at	As at
	31.03.12	31.03.11
(As certified by the management)		
Stock in Trade (Trading Goods)	1,775,975.99	1,775,976.00
		-
	1,775,975.99	1,775,976.00
SCHEDULE - 11 : CASH AND CASH EQUIVALENTS	31.03.12	31.03.11
<u>Balances with banks</u>		
In Current A/C	26,170.18	147,246.61
Cash on hand	120,879.18	109,007.18
	147,049.36	256,253.79

CLASSIC LEASING & FINANCE LIMITED

Schedules to Profit & Loss Account as at 31st March 2012

SCHEDULE - 12 :	As at 31.03.12	As at 31.03.11
Revenue from Operations		
Operating Revenues	244,654.00	199,019.00
Finance Charges	244,654.00	199,019.00
Other Income	-	66,232.00
	225,480.00	205,100.00
	470,134.00	470,351.00

SCHEDULE - 13 : EMPLOYEE BENEFIT EXPENSES	As at 31.03.12	As at 31.03.11
Salaries & Wages	130,000.00	210,000.00
Staff Welfare Expenses	759.00	6,250.00
	130,759.00	216,250.00

SCHEDULE - 14 : OTHER EXPENSES	As at 31.03.12	As at 31.03.11
Advertisement Expenses		1,500.00
Audit Fee	1,200.00	5,500.00
Bank Charges	1,375.50	337.00
Books and Periodicals	531.00	525.00
Business Promotion Expenses		2,000.00
Demat Charges	20,969.51	13,236.00
Filing Fee	7,375.00	
General Expenses	3,285.00	5,920.00
Interest Paid	4,410.00	
Legal & Professional Fees	5,000.00	15,000.00
Rates & Taxes	160,000.00	40,000.00
Postage and Telegram		3,689.00
Printing & Stationery	1,287.00	10,258.00
Share Transfer Agent Fees	23,356.92	31,116.00
Telephone Expenses		12,000.00
Travelling & Convoiance	2,854.00	5,287.00
	231,643.93	146,368.00

CLASSIC LEASING & FINANCE LIMITED

Schedule - "13"

SCHEDULE OF NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE PERIOD ENDED 31ST MARCH'2012

- (i) The Financial Statements have been prepared under the Historical cost convention in accordance with the generally accepted accounting principals and the provisions of the Companies Act, 1956.
- (ii) **SYSTEM OF ACCOUNTING**
The Company followed Mercantile System of accounting and items Income and Expenditure are recognised on accrual basis.
- (iii) **Depreciation**
Depreciation has been provided on Straight Line Method as per the rates prescribed in Schedule XIV of the Companies Act, 1956.
- (iv) **Deferred Taxation**
Deferred tax liability on account of defrance between WDV as per I T Act & book value of fixed assets has been recognised
- (v) **Basic & Diluted EPS**
- | | | | Current Year | Previos Year |
|---|-------------------------------|-----|--------------|--------------|
| A | PAT | Rs. | 27,932.00 | 57,255.00 |
| B | Weighted Avrage No. of shares | | 3,000,200 | 3,000,200 |
| C | Face Value per Share | Rs. | 10.00 | 10.00 |
| D | Basic & Diluted EPS | Rs. | 0.01 | 0.02 |
- (vi) The Figures for the previous year has been regrouped /rearranged wherever found necessary.
- (vii) Balance Sheet abstract and company general business profile required under part IV of the Companies Act, 1956 is enclosed .

For and on behalf of the Board

Place : KOLKATA

Dated : 24/08/2012

Vijay Bothra
Managing Director

Prashant Bothra
Director

CLASSIC LEASING & FINANCE LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

i) REGISTRATION DETAILS

Registration No. :	
State Code :	21
Balance Sheet Date :	31.03.2012

ii) CAPITAL RAISED DURING THE YEAR (AMOUNT IN THOUSANDS)

Public Issue :	NIL
Right Issue :	NIL
Bonus Issue :	NIL
Private Placement :	NIL

iii) POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN THOUSANDS)

Total Assets :	105,516.93
Total Liabilities :	105,516.93

Sources of Funds

Paid up Capital :	30,002.00
Reserve & Surplus :	291.52
Secured Loans :	-
Unsecured Loans :	-
Deferred Tax Liability :	326.38

Application of Funds

Net Fixed Assets :	658.81
Investments :	85,311.25
Accumulated Loss :	-

iv) PERFORMANCE OF COMPANY (AMOUNT IN THOUSANDS)

Total Turnover :	470.13
Total Expenditure :	452.21
Profit / (Loss) before Tax :	17.92
Profit / (Loss) after Tax :	27.93
Dividend Rate :	NIL

v) GENERIC NAME OF PRINCIPAL PRODUCTS / SERVICES OF COMPANY

I T C CODE :	N. A.
PRODUCT CODE :	N. A.

Place : KOLKATA

For and on behalf of the Board

Date : 24/08/2012

Vijay Bothra
Managing Director

Prashant Bothra
Director

CLASSIC LEASING & FINANCE LIMITED

Regd. Off.:- 16A Everest House, 46C JL Neheru Road, Kolkata-700071

BOARD OF DIRECTORS

Vijay Bothra(Chairman)
Prashant Bothra
Mr. Sanjay Kumar Bubna
Mr. Sanjay Agarwala

AUDITORS

Mr. Prem Kumar Bhotika

REGISTRAR & TRANSFER AGENT

R & D Infotech Pvt. Ltd.
22/4, Nakuleshwar Bhattacharjee Lane
Kolkata-700 026
e-mail: rd.infotech@vsnl.net

BANKER

Oriental Bank of Commerce



ATTENDANCE SLIP
CLASSIC LEASING & FINANCE LIMITED
Registered Office: 16a Everest House, 46C JL Neheru Road, Kolkata – 700 071

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of the meeting

DP Id*		Master Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company held on Friday, 28th day of September, 2012 at 10.00 am at 16a Everest House, 46C JL Neheru Road, Kolkata – 700 071

Signature of the Shareholder/ Proxy

Applicable for investors holding shares in electronic form.



PROXY FORM
CLASSIC LEASING & FINANCE LIMITED
Registered Office: 16a Everest House, 46C JL Neheru Road, Kolkata – 700 071

DP Id*		Master Folio No.	
Client Id*			

I/ Weofbeing a member / members of Classic Leasing & Finance Limited hereby appointof.....or failinghim.....of.....as my / our proxy to vote for me/ us and on my / our behalf at the Annual General Meeting of the Company to be held on Friday, 28th day of September, 2012 at 10.00 am and at any adjournment thereof.

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Adoption of Accounts, Reports of the Board of Directors and Auditors		
2. Re – appointment of the following Directors retiring by rotation:		
a) Prashant Bothra		
3. Appointment of Auditors		

Signed thisday of2012

Signature

Affix a 15
paise
Revenue
Stamp

*Applicable for investors holding shares in electronic form.
Please see the instructions overleaf