



# Classic Leasing & Finance Ltd.

21<sup>st</sup> September, 2019

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| BSE Limited<br>P J Towers, Dalal Street, Floor 25<br>Mumbai - 400001<br>Scrip Code: 540481 | The Calcutta Stock Exchange Limited<br>7, Lyons Range,<br>Kolkata-700001<br>Scrip Code: 13099 |
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Dear Sir/Madam,

**Sub: Outcome of Board Meeting**

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, this is to inform you that the Board of Directors of the Company in its meeting held on Saturday, 21<sup>st</sup> September, 2019, has inter-alia, considered and approved the following:

1. The Board has decided to hold the 36<sup>th</sup> Annual General Meeting (AGM) of the Company on Monday 30<sup>th</sup> September, 2019, at the Registered Office of the Company i.e. 16A, Everest House, 46C, J.L. Nehru Road, Kolkata - 700 071 at 1:00 P.M.

The Board has also approved the Notice of the 36<sup>th</sup> AGM of the Company, enclosed herewith.

2. The Board has decided to close the Register of Members and Share Transfer Book (s) of the Company from 23<sup>rd</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of 36<sup>th</sup> AGM of the Company.

Please note that the meeting commenced at 5:00 P.M. and concluded at 5:30 P.M.

Kindly take the record of above and intimate the other concerned.

Thanking You.

For Classic Leasing & Finance Limited

*Sanjay Kumar Agarwala*

Sanjay Kumar Agarwala

Director

DIN: 02246579



Encl: As above

CIN : L65921WB1984PLC037347,

Regd. Office : 16A, Everest House, 46C, Jawaharlal, Nehru Road, Kolkata - 700071, Phone : 033-2288 3104,  
Fax : 033-2288-3105, www.classicleasing.net, E-classicleasingfinance@gmail.com

## CLASSIC LEASING & FINANCE LIMITED

CIN: L65921WB1984PLC037347

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

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

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

### Notice to the Shareholders

NOTICE IS HEREBY GIVEN THAT THE THIRTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CLASSIC LEASING & FINANCE LIMITED will be held on Monday, 30<sup>th</sup> September, 2019 at 1:00 p.m. at 16A, Everest House, 46C, J.L. Nehru Road, Kolkata-700071 to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Report of the Board of Directors and the Auditors thereon.

#### SPECIAL BUSINESS

2. To Appoint Mr. Tushar Himatsinghka (DIN: 05245319) as Managing Director (Category: Executive) of the Company.

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

“RESOLVED THAT, pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable rules and other provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Tushar Himatsinghka (DIN: 05245319) as Managing Director of the Company, for the period of five years with effect from 30<sup>th</sup> September, 2019, without any remuneration and such other terms and conditions as set out in the statement annexed to the notice convening this meeting.

“FURTHER RESOLVED THAT, the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Re-appointment of Mr. Sanjay Kumar Agarwala (DIN: 02246579) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjay Kumar Agarwala (DIN: 02246579) be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from October 1, 2019 to September 30, 2024 and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT, the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **Re- appointment of Mr. Sanjay Kumar Bubna (DIN: 01752700) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjay Kumar Bubna (DIN: 01752700) be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from October 1, 2019 to September 30, 2024 and shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT,** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
For Classic Leasing & Finance Limited



Place: Kolkata  
Date: 21.09.2019

  
Vijay Bothra  
Managing Director  
DIN: 00125053

**Notes:**

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

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

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

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

2. Corporate members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution together with respective specimen signature of those representative(s) authorized under said resolution to attend and vote on their behalf at the meeting.
3. Members/ proxies / authorized representatives should bring the duly filled attendance slip to attend the meeting.
4. The Annual Report of the Company for the Financial Year 2018-19, circulated to the members of the Company, is also uploaded on the Company's website "[www.classicleasing.net](http://www.classicleasing.net)".
5. Members holding shares in physical mode are requested to intimate any change in their address to the Registrar and Share Transfer Agent, R&D Infotech Private Limited, at their Corporate Office 7A, Beltala Road, 1st Floor, Kolkata 700026 and members holding shares in demat mode are requested to intimate any change in their address or bank mandates to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from Depository Participant and holding should be verified.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 23, 2019 to Monday, September 30, 2019 (both days inclusive).
8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, R&D Infotech Private Limited, at their Corporate Office 7A, Beltala Road, 1st Floor, Kolkata 700026, enclosing their share certificates to enable the Company to consolidate their holdings into single folio.
9. Members are requested to quote the Folio/Client ID & DP ID Nos. in all correspondences.

10. Electronic copy or web link of the Annual Report for the financial year 2018-19 and the Notice of the Thirty Sixth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and route map is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form upon request. However, members who have not registered their email address, shall be furnished with physical copies of the aforesaid Notice of Thirty Sixth Annual General Meeting of the Company in the permitted mode.

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

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

11. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available for inspection at the Annual General Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat mode are, therefore requested to submit PAN details to their Depository Participant. Members holding shares in physical mode can also submit their PAN details to the Company's Registrar and Share Transfer agent, R&D Infotech Private Limited, at their Corporate Office 7A, Beltala Road, 1st Floor, Kolkata 700026.
13. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified via Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has permitted for effecting the transfer of securities in dematerialized form with a depository.
14. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the notice. Requisite declarations/ consent have been received from the Directors for his/her appointment/re-appointment.
- 15.
- a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereto, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed at the Annual General Meeting as stated in the Notice by electronic means from a place other than venue of the meeting i.e. remote e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of Annual General Meeting (remote e-voting) will be provided by NSDL.
- The detailed process for exercising the e-voting facility is enclosed and is being sent as a part of the Notice. Members are requested to carefully read the instructions of e-voting before exercising their vote.**
- b) The e-voting facility will be made available during the following period:  
**Commencement of e-voting:** From 9:00 a.m. on Friday, 27<sup>th</sup> September, 2019  
**End of e-voting:** Up to 5:00 p.m. on Sunday, 29<sup>th</sup> September, 2019

**Members holding shares either in physical or dematerialized mode as on the cut-off date viz., Tuesday, 24<sup>th</sup> September, 2019 may exercise their vote electronically.**

- c) In case a person becomes a member of the Company after the dispatch of the Notice but on or before the cut-off date for e-voting i.e. **Tuesday, 24<sup>th</sup> September, 2019**, he/she may write to the Registrar requesting for user id and password.
  - d) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
  - e) The voting rights of the members shall be one vote per paid up equity share, registered in the name of the shareholders/beneficial owners as on the cut-off date being **Tuesday, 24<sup>th</sup> September, 2019**.
  - f) A person who is not a member as on cut-off date should treat this notice for the information purpose only.
  - g) The Board of Directors has appointed Mr. Jeevan Kumar Jha, Company Secretary in Practice, (Membership No. ACS: 51065) (Address: RATIONAL ASSOCIATES, 7A, Beltala Road, Kolkata – 700 026 ), as the Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner.
  - h) The scrutinizer shall after the conclusion of meeting count the votes cast at the meeting, thereafter unblock the votes cast by remote e-voting in the presence of at least 2 (Two) witnesses not in employment of the Company and within a period not exceeding 3 days from the conclusion of the meeting submit a consolidated scrutinizer's report of total votes cast (e-voting & ballot) in favour or against it to the Chairman of the meeting or any person authorized by the Chairman. The Chairman of the meeting or any person authorized by the Chairman shall counter-sign the same and shall declare the results of voting forthwith.
  - i) The results of e-voting will be communicated to the Stock Exchanges where equity shares of the Company are listed viz. BSE Limited and The Calcutta Stock Exchange Limited. Further, the results so declared along with the Scrutinizer's Report shall also be placed on the website of the Company as well as on the website of NSDL immediately after declaration of results by the Chairman or any person authorized by him in writing.
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**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO  
SECTION 102 OF THE COMPANIES ACT, 2013**

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

**Item No. 2**

The Present term of appointment of Mr. Vijay Bothra (DIN: 00125053) will expire on 30<sup>th</sup> September, 2019 and the Nomination and Remuneration Committee in its meeting, has recommended to appoint Mr. Tushar Himatsinghka (DIN: 05245319) as Managing Director of the company in place of Mr. Bothra, with effect from 30<sup>th</sup> September, 2019 for a period of 5 years. Mr. Tushar Himatsinghka was appointed as an additional Director of the Company on 30<sup>th</sup> May, 2019, and the Board of Directors, at their meeting held on 23<sup>rd</sup> July, 2019, on the recommendation of Nomination and Remuneration Committee of the Board, considered and decided to entrust Mr. Tushar Himatsinghka with increased role and responsibility by elevating him as Managing Director of the Company subject to the approval of Members of the Company without any remuneration and on the following terms and conditions:

1. Mr. Tushar Himatsinghka shall exercise and perform such powers and duties as the Board of directors of the Company (hereinafter called "the Board") shall, from time to time, determine, and subject to any directions and restrictions, from time to time, given and imposed by the Board and further subject to the superintendence, control and direction of the Board, he shall have the general control, management and superintendence of the business of the Company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the Company, provided however, that nothing shall be done by the managing director which by the Act or the articles of the Company shall be transacted at a meeting of the Board by resolution or which shall not be effective unless approved by the Board or which are not expressly provided.
2. Without prejudice to the generality of the power vested in the Managing director hereinabove, the Managing director shall be entitled to exercise the following powers: -
  - (i) With the Board's approval, together with the person in charge of finance for the time being of the Company and other personnel authorised by the Board, to open and operate any banking or other account and to draw, make, accept, execute, endorse, discount, negotiate, retire, pay, satisfy and assign cheques, drafts, bills of exchange, promissory notes, hundis, interest and dividend warrants and other negotiable or transferable instruments or securities.
  - (ii) To borrow moneys with or without security, for the purpose of business of the Company, subject of course to the approvals of the Company as required under section 180(1)(c) of the Companies Act 2013 (hereinafter "the Act") and approval of the Board of directors of the Company as required under section 173 of the said Act and subject further to such maximum limit as the Board may impose from time to time while giving its approval.
  - (iii) To invest funds of the Company (other than in the shares of the other companies covered by section 186 of the Act) and fixed deposit with Company's bankers, subject to approval of the Board.
  - (iv) To appoint distributors for the sale of the products of the Company subject to prior approval of the Board whenever necessary.
  - (v) To engage persons in the employment of the Company, subject to approval of the Board.
  - (vi) To increase the share or remuneration of any employee of the Company and to sanction annual increase, subject to approval of the Board.
  - (vii) To enter into contracts for the purchase of goods for the Company subject to prior approval of the Board of Directors in term of sections 184 of the Companies Act, 2013 & other applicable rules governing the same.
  - (viii) To institute, prosecute, defend, oppose, appear or appeal to, compromise, refer to arbitration, abandon and execution, become non-suited in any legal proceedings including trade marks, trade names, trade property and passing off actions and revenue proceedings relating to customs or excise duties, tax on income, profits and capital and taxation generally or otherwise subject to Board's approval.

3. The Managing Director shall submit all the disclosures mentioned under Companies Act, 2013 and under other relevant Regulations of Securities Board of Exchange of India.
4. The Managing Director shall throughout the said term, devote his entire time, attention and abilities to the business of the Company and shall carry out the orders, from time to time of the Board and in all respect conform to and comply with the direction and regulations made by the Board and shall faithfully serve the Company and use it utmost endeavours to promote the interests of the Company.
5. The Company with the approval of the Board of Directors is appointing the Managing Director at a nil remuneration, which can be reviewed later but subject to shareholder's approval, during the continuance of this agreement in accordance with the provisions stipulated in Schedule V of the Companies Act, 2013 & other provisions if applicable.
6. The Managing Director shall not, during the period of his employment and without the previous consent in writing of the Board, engage or interest himself either directly or indirectly in the business or affairs of any other person, firm, Company, body corporate or in any undertaking or business of a nature similar to or competing with the Company's business and further, shall not, in any manner, whether directly or indirectly use, apply or utilise his knowledge or experience for or in the interest of any such person, firm, company or body corporate as aforesaid or any such competing undertaking or business as aforesaid.
7. The Managing Director shall not, during the continuance of his employment with the Company or body corporate whomsoever purpose, of any confidential information or knowledge obtained by him during his employment as on business or affairs of the Company or as to any trade secrets or secret processes of the Company and the Managing Director shall, during the continuance of his employment hereunder, also use his best endeavors to prevent any other person, firm, company or body corporate concern from doing so.
8. Either party shall terminate this agreement by giving to the other advance notice of three months, provided that the Company may waive the notice by giving in cash, the remuneration for three months, which the whole-time director would have received had he remained in the office for the said three months.
9. The Managing Director shall, from time to time, during his employment hereunder fully disclose to the Company the progress of investigations and of any discoveries he may make himself or in conjunction with other officials or non-officials with regard to any improvement, invention or discovery arising out of or in connection with the said employment, he shall forthwith and disclose with the Company a full and complete description of the nature of the said improvement, invention or discovery and the mode of performing the same.
10. The Managing Director shall be eligible for leave as per Company's rules & norms in this regard. Encashment of accumulated leave at the end of the tenure as per rules of the Company.

Mr. Tushar Himatsinghka shall not be liable to retire by rotation unless any of the provisions of the Act requires his retirement by rotation during his tenure as a Whole-time Director.

Mr. Tushar Himatsinghka does not hold any equity shares of the Company in his own name.

Since, Mr. Tushar Himatsinghka shall not get any remuneration during his tenure, so the disclosure as required under Schedule V to the Companies Act, 2013 is done away.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the Resolution except Mr. Tushar Himatsinghka himself and his relatives. Accordingly the Board recommends the passing of the Ordinary resolution as set out in the item no.2 of the Notice.

A copy of the Board resolution for appointment of Mr. Tushar Himatsinghka, Managing Director will be available for inspection between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) at the Registered Office of the Company till the date of this AGM.



**Item No. 3 & 4**

Mr. Sanjay Kumar Agarwala (DIN: 02246579) and Mr. Sanjay Kumar Bubna (DIN: 01752700) were appointed as Independent Directors of the Company with effect from 30<sup>th</sup> September, 2014 and would hold office till 30<sup>th</sup> September, 2019, pursuant to the Companies Act, 2013 and Listing Regulations as per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office of the Directors of the Company for a term upto five consecutive years and shall be re-appointed on the Board of Directors of the Company by passing a special resolution for another term of five consecutive years. Hence, based on their skills, experience, knowledge and report of their performance evaluation, it is proposed to re-appoint Mr. Sanjay Kumar Agarwala and Mr. Sanjay Kumar Bubna for a further period of five consecutive years from 1<sup>st</sup> October, 2019 till 30<sup>th</sup> September, 2024.

Mr. Agarwala is a commerce graduate and currently serving as Director in various Companies which deals in Metals, Minings, Finance etc.

Mr. Bubna is a qualified Bachelors of Commerce and possesses the requisite skills and knowledge in the area of Finance and Business operation. He is also serving as Director of M/s. Balgopal Distributors Private Limited And M/s. Sunrise Ferro Metals Private Limited.

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

Mr. Sanjay Kumar Agarwala and Mr. Sanjay Kumar Bubna does not hold any equity shares of the Company.

The Board, based on the performance evaluation report of Nomination and Remuneration Committee and the performance evaluation report of the Board itself, considers that their association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail services of Mr. Sanjay Kumar Agarwala and Mr. Sanjay Kumar Bubna as Independent Directors and accordingly recommends the resolutions as set forth in Item no. 3 and 4 for the approval of the shareholders of the Company. Summary of Performance evaluation report : ( As per SS 2 – para 1.2.5) Both the Independent Directors fulfils the criteria of performance evaluation laid down by the Nomination & remuneration Committee in respect of Qualification, Experience, Knowledge & Competency, Fulfillment of functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity, Independence, Independent views and judgement, etc.

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

Except Mr. Sanjay Kumar Agarwala and Mr. Sanjay Kumar Bubna, none of the Directors or any Key Managerial Personnel or their relatives is in any way, financially or otherwise, directly or indirectly, concerned or interested in the aforesaid respective resolutions.

By Order of the Board  
For Classic Leasing & Finance Limited



Place: Kolkata  
Date : 21.09.2019

  
Vijay Bothra  
Managing Director  
DIN: 00125053

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

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

| Name of Director  | Mr. Tushar Himatsinghka  | Mr. Sanjay Kumar Agarwala   | Mr. Sanjay Kumar Bubna   |
|---|--|---|--|
| DIN   | 05245319   | 02246579  | 01752700   |
| Date of Birth   | 29 <sup>nd</sup> October, 1982   | 9 <sup>th</sup> May, 1967   | 7 <sup>th</sup> July, 1966   |
| Date of Appointment as Director   | 30 <sup>th</sup> May, 2019   | 21 <sup>st</sup> February, 2014   | 27 <sup>th</sup> June, 2005  |
| Qualification   | MBA & B. Com (Hons)  | B. Com (Hons)   | B. Com (Hons)  |
| Member of the Committees of the Board of Directors of the Company                                       | Stakeholder Relationship Committee- Member (with effect from 23.07.2019) | Audit Committee - Chairperson<br>Nomination & Remuneration Committee - Chairperson<br>Stakeholder Relationship Committee- Chairperson | Audit Committee - Member<br>Nomination & Remuneration Committee - Member<br>Stakeholder Relationship Committee- Member |
| Directorship held in any other listed entity  | NIL  | NIL   | NIL  |
| Membership in the Committees of the Board of Directors of other Listed Entity in which he is a Director | NIL  | NIL   | NIL  |
| No. of Equity Shares held in the Company  | NIL  | NIL   | NIL  |
| Inter-se Relationships between Director   | N.A.   | N.A.  | N.A.   |

### **Process and manner of e-voting**

The procedure to login for e-Voting website is given below:

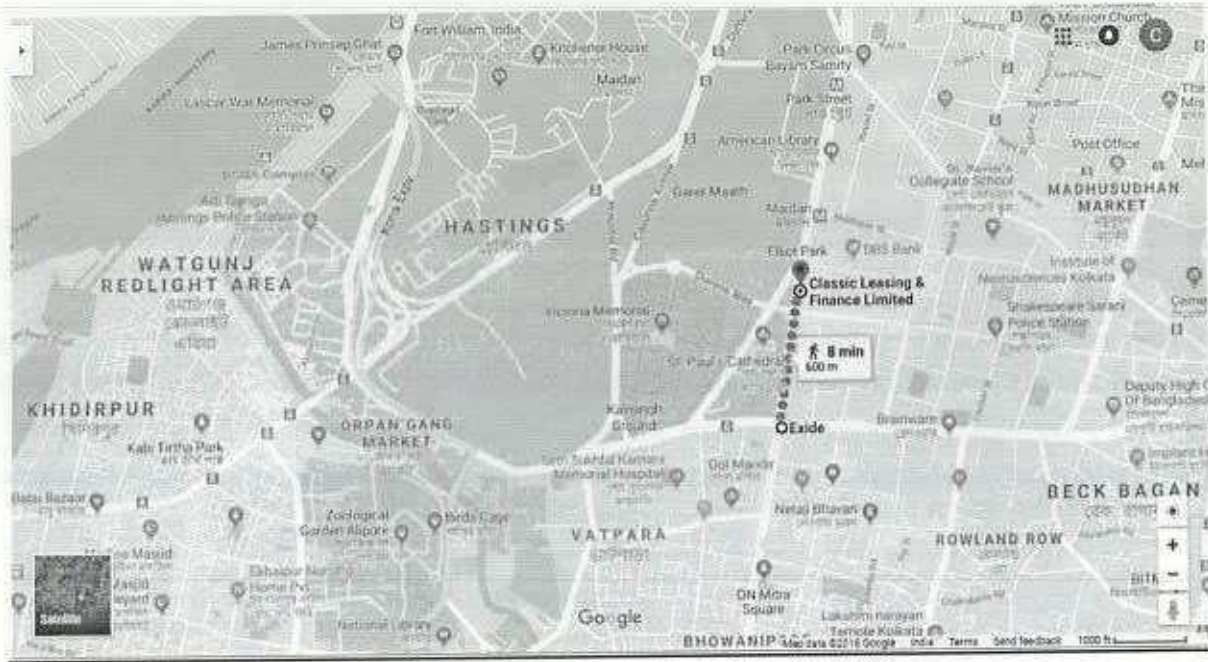
1. A. NEW USER: Open the attached PDF file "CLFL\_e-voting.pdf" giving your Client ID (in case you are holding shares in demat mode) (Client Id is xxxx8800, please note xxxx are the first 4 digits of your Client ID) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.  
B. EXISTING USER: Use existing User ID and Password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID (DP-ID + CLIENT-ID) (DP ID is IN302201 and Client Id is xxxx8800 then User-id will be IN302201xxxx8800, please note xxxx are the first 4 digits of your Client ID. Example, in case the DPID is IN600570 and Client ID is 20004951 then User ID will be IN60057020004951) and password as initial password noted in step (1) above and Click Login
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of the Company Members can cast their vote online.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [csjeevanjha@gmail.com](mailto:csjeevanjha@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in);


Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the Member.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 022-2499 4600.

Route Map of the 36<sup>th</sup> AGM Venue



 **16A, Everest House,**  
**46C, J.L. Nehru Road,**  
**Kolkata-700071**