

CRESCENT LEASING LIMITED

CIN: L65999WB1984PLC038066

Regd. Office: 229 AJC BOSE ROAD, UNIT 9C, KOLKATA -700020

Phone: +91 33 46011021

Email: crescentleasing@rediffmail.com , Website: <http://www.crescentleasingltd.com>

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of CRESENT LEASING LIMITED (CIN No. L65999WB1984PLC038066) will be held on 23rd September, 2017 at 11:30 P.M at the Registered Office of the Company at 229, AJC Bose Road, Unit 9C, Kolkata-700020, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended on 31st March, 2017 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. Appointment of Statutory Auditor of the Company and fix their remuneration. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of CA Anupam Sarkar, Chartered Accountant, (Membership No. 050083), as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) for a period of 5 years.”

SPECIAL BUSINESS

3. Regularisation of Additional Director, Mr. Jawahar Suryakant Mehta (DIN-07599036).

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

“RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Jawahar Suryakant Mehta, who was appointed as an Additional Director on December 5, 2016 be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of Companies, West Bengal, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”

4. Regularisation of Additional Director, Mr. Ashish Maniar [DIN – 07577506]

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

“RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Ashish Maniar, who was appointed as an Additional Director on August 23, 2016 be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of companies, West Bengal, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”

5. Regularization of the appointment of Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, Mr. Subhrendu Ray was appointed as Additional Independent Director in the Board meeting held on 14th August, 2017 be and hereby appointed as Independent Director of the Company.”

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“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, Mr. Subhrendu Ray was appointed as Additional Independent Director in the Board meeting held on 14th August, 2017 be and hereby appointed as Independent Director of the Company.”

“RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of companies, West Bengal, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”

6. Regularization and Appointment of Mr. Gurushankar Das as Chairman 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 Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Gurushankar Das, who was appointed as an Additional Director on June 22, 2017 be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the Article of Association of the Company Mr. Gurushankar Das, Director of the Company be and hereby appointed also as Chairman of the Company and he shall remain as Chairman unless otherwise decided by the Board.”

“RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of Companies, West Bengal, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.”

7. Regularisation and change of designation of Ms. Mousumi Rani Mandol

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

“RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mr. Mousumi Rani Mandol, who was appointed as an Additional Director on June 22, 2017 be and is hereby appointed as a Director of the Company.”

“RESOLVED THAT pursuant to the provisions of Articles of Association of the Company read with Section 152, 196 & 197 of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, approval of the members of the company be and is hereby accorded to the change in designation of Mrs. Mousumi Rani Mandol from Non-Executive Director to Executive Director of the company from immediate effect.”

“RESOLVED FURTHER THAT remuneration to be paid to Ms. Mousumi Rani Mandol, shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of Companies, West Bengal, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A proxy form is attached hereto.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
4. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Register of Members and Share Transfer Books will remain closed from Saturday, the 16th day of September, 2017 to 23rd September, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
6. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio Number. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue.
7. Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2016-17 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with Niche Technologies Private Limited (Registrar and Share Transfers Agents) (in case of Shares held in physical form).
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be titled to vote.
9. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting ("AGM") and also at the AGM.
10. A route map showing directions to reach the venue of the 33rd AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No. 15
12. Members holding shares in electronic form are requested to intimate any change in their address, E-mail Id and signature to their respective Depository Participants with whom they are maintaining their

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demat accounts. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agents of the Company.

13. In terms of circular issued by SEBI, it is mandatory to quote Permanent Account Number (“PAN”) for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Share Transfer Agents of the Company.
14. All documents referred to in the Notice will be available for inspection at the Company’s registered office between 11:00 a.m. and 1:00 p.m. up to 4th September, 2017 on all days (except Saturdays, Sundays and public holidays).

15. VOTING THROUGH ELECTRONIC MEANS

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote evoting”) will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on Tuesday, 20th September, 2017 (9:00 a.m.) and ends on Friday, 22nd September, 2017 (5:00 p.m.). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 16th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

(i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the Password is an initial password. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder – Login

(iv) Put User ID and password noted in step (1) above and Click Login.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + ClientID).

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In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No +Folio No).

(v) After successful login, you can change the password with new password of your choice.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select “EVEN” of “Crescent Leasing Limited”.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are 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 to karun@cskarun.com with a copy marked to evoting@nsdl.co.in. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote evoting user manual for Members available at the downloads section of www.evoting.nsdl.com or call toll free no.: 1800-222-990.

VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday, 16th September, 2017.

IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Saturday, 16th September, 2017., may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XII. Mr. Arun Kumar Khandelia, (Membership No. 3829), Proprietor of M/s K. Arun & Co., Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.crescentleasingltd.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and the Calcutta Stock Exchange Limited where the shares of the Company are listed.

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Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice:

Item No. 3

The Company proposes to regularize the appointment of the Additional Director, Mr. Jawahar Suryakant Mehta (DIN-07599036) as Director of the Company pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any.

In the opinion of the Board, the above referred director fulfils the conditions specified in the Act and rules made there under for their appointment as Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013.

Keeping in view of the experience and expertise of the above referred directors and the contribution made by them to the company, the Board of Directors considers it desirable that their continued association would be of immense benefit to the Company and hence the Company should continue to avail their services and accordingly recommends the Resolutions as set out in Item No. 3 for approval of the members.

Further the Board of Directors of the company are of the opinion that the above referred fulfil the conditions specified in the Companies Act, 2013 and Rules made there under for being appointed as directors and they are independent of the management.

Item No. 4

The Company proposes to regularize the appointment of the Additional Director, Mr. Ashish Maniar [DIN – 07577506] as Director of the Company pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any

In the opinion of the Board, the above referred director fulfils the conditions specified in the Act and rules made thereunder for their appointment as Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013.

Keeping in view of the experience and expertise of the above referred director and the contribution made by them to the company, the Board of Directors considers it desirable that their continued association would be of immense benefit to the Company and hence the Company should continue to avail their services and accordingly recommends the Resolutions as set out in Item No. 4 for approval of the members.

Further the Board of Directors of the company are of the opinion that the above referred fulfil the conditions specified in the Companies Act, 2013 and Rules made there under for being appointed as directors and they are independent of the management.

Item No. 5

The Nomination and Remuneration Committee and Board of Directors of the Company in their respective meeting held on 2nd August, 2017 and 14th August, 2017, has decided to appoint Mr. Subhrendu Ray and Mr. Sabir Ahamed as Additional Independent Director of the Company subject to the consent by the members of the Company at the ensuing Annual General Meeting.

The Company has received a declaration from Mr. Subhrendu Ray and Mr. Sabir Ahamed confirming that they meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). They are also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as an Independent Director of the Company.

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Mr. Subhrendu Ray and Mr. Sabir Ahamed are not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolution.

Item No. 6

In the opinion of the Board and keeping in view of the Contribution and expertise of Mr. Gurushakar Das, Non-Executive Director of the Company has been appointed as Chairman of the Company.

He will be in the place of Chairman unless otherwise decided by the Board of Director of the Company.

Keeping in view of the experience and expertise of the above referred director and the contribution made by him to the company, the Board of Directors considers it desirable that his continued association would be of immense benefit to the Company and hence the Company should continue to avail his services as Director and Chairman of the Company accordingly recommends in the Resolution as set out in Item No. 6 for approval of the members.

Item No. 7

The Nomination and Remuneration Committee and Board of Directors of the Company in their respective meeting held on 20th June, 2017 and 22nd June, 2017, after considering her experience, has decided to avail the expertise of Ms. Mousumi Rani Mandol as Non-executive Director of the Company.

Keeping in view of her vast contribution and expertise, the Board of Directors and the committee considered it enviable for the benefit of the Company to change her designation from Non- Executive Director to Executive Director of the Company.

Based on the recommendation of the Board and the committee, the matter is recommended to be shareholders for their approval for change in designation of Ms. Mousumi Rani Mandol from Non- Executive Director to Executive Director of the Company.

Date: 26.08.2017

Place: Kolkata

By Order of the Board

For **CRESCENT LEASING LIMITED**

Sd/-

Raj Kumar Mishra

Director

DIN: 06377032

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ATTENDANCE SLIP
THIRTY THIRD ANNUAL GENERAL MEETING,
SATURDAY, SEPTEMBER 23, 2017

DP Id.	
Client Id./Regd. Folio No.	
Name and Address of the Sole/First Member	
Joint Holder 1	
Joint Holder 2	
No. of Share(s) held	

I/We hereby record my/our presence at the Thirty Third Annual General Meeting of the Company at the Registered office of the Company at 229 AJC Bose Road, Unit 9C, Kolkata-700020 on Saturday, September 23, 2017 at 11.00 A.M.

Member's Folio/DP ID- Client ID No.	Member's/ Proxy's name in Block Letters	Member's/ Proxy's Signature

NOTES:

1. Please Complete the Folio/DP ID Client ID No. and name of the Member/Proxy, Sign this attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for Reference at the meeting.

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Email: crescentleasing@rediffmail.com , Website: <http://www.crescentleasingltd.com>**Form No. MGT – 11, PROXY FORM / BALLOT FORM**

(Pursuant to the section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration), 2014)

Name of the Member _____

Registered Address _____

Folio No. / DP/Client ID _____ Email ID _____

I/We being the members of _____ Shares of Crescent Leasing Limited, hereby appoint

1. _____ having email Id _____ Signature _____ or failing him

2. _____ having email Id _____ Signature _____ or failing him

3. _____ having email Id _____ Signature _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Saturday, 23rd September 2017 at 11.30 AM and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Ordinary Business :	For	Against
Adoption of Financial Statements for the year ended March 31, 2016		
Ratification of Appointment of CA Anupam Sarkar, Chartered Accountant as Statutory Auditor of the Company		
Special Business:		
Regularisation of Additional Director, Mr. Jawahar Suryakant Mehta (DIN-07599036)		
Regularisation of Additional Director, Mr. Ashish Maniar [DIN – 07577506]		
Regularization of the appointment of Independent Director		
Regularization and Appointment of Mr. Gurushankar Das as Chairman of the Company		
Regularisation and change of designation of Ms. Mousumi Rani Mandol		

Signed this _____ day of _____ 2017

Sign. of Shareholder _____ Sign. of Proxy _____

Affix Revenue Stamp Rs.1/-

Notes :

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.

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Location Plan of Venue of AGM of Crescent Leasing Limited

