

## **CLASSIC ELECTRICALS LIMITED**

### **ANNUAL REPORT 2018 - 2019**

#### **DIRECTORS**

Rajesh Hirji Shah	Managing Director
Sunil Hirji Shah	Director & CFO (KMP)
Dhanesh Vipin Parikh	Director
Julie Mehul Shah	Director

#### **AUDITORS**

Statutory Auditors	Secretarial Auditors
M/s. N. B. Purohit & Co.	M/s. D. Kothari and Associates
Chartered Accountants	Company Secretaries

#### **BANKERS**

Bank of India

#### **COMPANY SECRETARY**

Ms. Rupali Dhiman

#### **REGISTERED OFFICE**

1301, 13th Floor, Peninsula Business Park, Tower B,  
Senapati Bapat Marg, Lower Parel (West), Mumbai 400013.  
Tel: 022 30036565 | Fax: 022 30036564  
Website : [www.classicelectricals.co.in](http://www.classicelectricals.co.in)  
Email : [info.roc7412@gmail.com](mailto:info.roc7412@gmail.com)

#### **REGISTRAR AND SHARE TRANSFER AGENT**

M/s Purva Shareregistry India Private Limited  
Unit No. 9, Ground Floor, Shiv Shakti Ind. Est, J. R. Boricha Marg,  
Lower Parel East, Mumbai, Maharashtra 400011.

## **NOTICE**

**NOTICE** is hereby given that the Thirty Fourth Annual General Meeting of the members of **CLASSIC ELECTRICALS LIMITED** will be held on Monday, 30<sup>th</sup> September, 2019 at 11.00 a.m. at 1301, 13th Floor, Peninsula Business Park, Tower B, Senapati Bapat Marg, Lower Parel (West), Mumbai 400013, to transact following business:

### **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 reports of the Board of Directors and Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Shri. Rajesh Hirji Shah (DIN: 00475776) who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri. Rajesh Hirji Shah (DIN: 00475776), who retires by rotation at this meeting, be and is hereby, appointed as a Director of the Company, liable to retire by rotation.”

**For and on behalf of the Board of Directors**

<b>Rajesh Hirji Shah</b>	<b>Dhanesh B. Parikh</b>
<b>Managing Director</b>	<b>Director</b>
<b>DIN : 00475776</b>	<b>DIN : 00676930</b>

<b>Sunil Hirji Shah</b>	<b>Rupali Dhiman</b>
<b>CFO / Director</b>	<b>Company Secretary</b>
<b>DIN : 02775683</b>	<b>M. No. : 54968</b>

Registered Office:

1301, 13th Floor, Peninsula Business Park, Tower B,  
Senapati Bapat Marg, Lower Parel (W), Mumbai 400013.

Date : 26<sup>th</sup> April, 2019

**NOTES:**

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the special business. The relevant particulars as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and secretarial standards on general meetings issued by the Institute of Company Secretaries of India, of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed and forms integral part of the notice.
2. A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll to vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than Forty-Eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of the members not exceeding fifty and holding in 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 shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified copy of the Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. Members / Proxies / Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order.
5. In terms of the provisions of Section 152 of the Act, Shri. Rajesh Hirji Shah, Director, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.
6. M/s. N. B. Purohit & Co., Chartered Accountants, having ICAI Firm Registration No. 108241W, were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 29th September, 2017 for a term of five consecutive years till the conclusion of Annual General Meeting of the Company to be held in the calendar year 2022. They have confirmed that they are not disqualified from continuing as Auditors of the Company. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by the members at every Annual General Meeting.

The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

7. The Company has appointed Ms. Dhanraj Kothari of M/s. D. Kothari & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer to the poll process, (including voting through Ballot Form received from the members) in a fair and transparent manner.
8. The Scrutinizer shall, within a period not exceeding three (3) working days, unlock the votes in the presence of at least (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
9. The Register of Directors Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
10. The Register of Members and Share Transfer Books of the Company shall be closed on from 23<sup>rd</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive) for the purpose of Annual General Meeting, in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
11. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through ballot form shall be counted for the purpose of passing of resolution(s).
12. Members are also requested to notify changes in their registered addresses, if any. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
13. As a part of 'Green Initiative in Corporate Governance,' Ministry of Corporate Affairs (MCA) is allowing companies to send various documents to their shareholders electronically. Hence the Company will be sending all documents such as the Notice calling the Annual General Meeting, Directors' Report, Audited Financial Statements, Auditors' Report, etc. and other communication to the members in electronic form at the email address provided by the members and made available to the Company by the Depository/ Registrar & Share

Transfer Agents (RTA). It is encouraged that members support this green initiative and update their email address registered with RTA / Depository to ensure that all communication sent by the Company are received at the desired email address. Please let us know in case you wish to receive the above documents in paper mode. The Notice of the Meeting is also posted on the website of the Company at [www.classicelectricals.co.in](http://www.classicelectricals.co.in)

14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Purva Share Registry India Private Limited for assistance in this regard.
15. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
16. Attendance slip, ballot papers, proxy form and the route map of the venue of the Meeting are annexed hereto.
17. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, e-voting facility is being provided to the members. Details of the e-voting process and other relevant details is as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below :

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a

Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to

open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholder**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to \_\_\_\_\_<**Please mention the e-mail ID of Scrutinizer**> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

18. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”) IS AS  
UNDER:**

**The following statement sets out all material facts relating to the Special Business mentioned in the  
accompanying notice.**

**Annexure to the Notice dated April 26, 2019**

**Details of Directors retiring by rotation / seeking re-appointment at the Meeting**

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

**ITEM NO. 2 :**

Mr. Rajesh Hirji Shah (DIN : 00475776)

Name of the Director	Mr. Rajesh Hirji Shah (DIN : 00475776)
Date of Birth / Age	22/03/1973, 44 Years
Date of First Appointment on the Board	November 25, 2014
Relationship with other Directors	Brother of Mr. Sunil Hirji Shah
Expertise in specific functional areas and Brief Profile	Business Management
Qualification	Graduate
Experience	More than 15 years of experience in Business leadership, Management, Strategic Planning, and Business Development.
Board Membership of other Companies as on March 31, 2019	15 (List enclosed herewith)
Chairperson/Member of the Committee of the Board of Directors of the Company as on March 31, 2019	Nil
Shareholding in the Company (as on 31/03/2019)	Nil
No. of Board Meetings attended during the last financial year (2018-2019)	Four
Terms and Conditions of appointment or re-appointment	Appointed as the Director, Liable to retire by rotation.

Except Mr. Rajesh Hirji Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

**For and on behalf of the Board of Directors**

**Rajesh Hirji Shah**  
Managing Director  
DIN : 00475776

**Dhanesh B. Parikh**  
Director  
DIN : 00676930

**Sunil Hirji Shah**  
CFO / Director  
DIN : 02775683

**Rupali Dhiman**  
Company Secretary  
M. No. : 54968

Registered Office:

1301, 13th Floor, Peninsula Business Park, Tower B,  
Senapati Bapat Marg, Lower Parel (W), Mumbai 400013.

Date : 26<sup>th</sup> April, 2019.

List of Directorships	
<b>DIN</b>	<b>00475776</b>
<b>Name</b>	<b>RAJESH HIRJI SHAH</b>

Board Membership of other Companies as on March 31, 2019		
<b>Sr. No.</b>	<b>Company Name</b>	<b>Date of Appointment</b>
1	ANCHOR LANDSCAPES PRIVATE LIMITED	30/09/2015
2	ANCHOR MOTION PICTURES PRIVATE LIMITED	30/09/2015
3	THIRDWAVE CONSTRUCTIONS PRIVATE LIMITED	30/09/2015
4	DEMAG REAL ESTATES PRIVATE LIMITED	31/05/2008
5	EUREKA EARTH DEVELOPERS PRIVATE LIMITED.	12/08/2008
6	OLIVE HOLDINGS PRIVATE LIMITED	30/09/2016
7	KALPANA LAMPS AND COMPONENTS LIMITED	22/01/2007
8	KYORI METALS PRIVATE LIMITED	30/09/2015
9	PURNIMA FILMS PRIVATE LIMITED	30/09/2015
10	BARINDRA OVERSEAS PRIVATE LIMITED	02/09/2009
11	ARING STEELS PRIVATE LIMITED	30/09/2015
12	RIDER SWITCHES PRIVATE LIMITED	30/09/2015
13	PATARMIGAN ELECTRONICS PRIVATE LIMITED	06/12/2004
14	PILEATED FINVEST PRIVATE LIMITED	31/08/2017
15	HIGHWAY FINANCE AND HOLDING (BOMBAY) LIMITED	30/09/2015

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