

Classic Global Finance and Capital Limited



ANNUAL REPORT For the Financial Year 2015-2016

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Vinod Kumar Garg

Executive Director (Non-executive Director)

Mr. Ranjeet Kumar

Non Independent Director (Non-executive Director)

Ms. Geeta Devi

Independent Director (Non-executive Director)

Mr. Virender Singh Rana

Independent Director (Non-executive Director)

BANKERS

Oriental Bank of Commerce

STATUTORY AUDITORS

M/s Sanjay Chirana & Associates

Chartered Accountants

B – 121, 2nd Floor, Jhilmil Colony,

Delhi – 110092 Email: casikhajain2011@gmail.com

CORPORATE IDENTIFICATIONNUMBER (CIN)

L65921PB1995PLC015573

REGISTERED OFFICE

Office No. 8 IInd Floor, Sodhi Complex,

Miller Ganj, Opp. Ramgarhia School,

Ludhiana - 141003

Website: www.classicgfl.com

Email: classicglobalfin@yahoo.com

REGISTER AND TRANSFER AGENT

MCS Share Transfer Agent Limited

New Delhi

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Directors Report and Annexure

Independents Auditors Report

Balance Sheet

Profit & Loss Account

Notes to Accounts

Attendance and Proxy Form

NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE CLASSIC GLOBAL FINANCE AND CAPITAL LIMITED WILL BE HELD ON FRIDAY, 30th DAY OF September, 2016 AT 9.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT **Office No. 8, IInd Floor, Sodhi Complex, Miller Ganj, Opp. Ramgarhia School, Ludhiana, Punjab-141003** TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited profit & loss account for the year ended march 31, 2016 and the balance sheet as at that date together with the reports of the board of directors and the auditors' thereon.
2. To Appoint a Director in place of Mr. Ranjeet Kumar, who retires by rotation and being eligible offer
3. To appoint of M/s K.G. & Associates, Chartered Accountants to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting and subject to ratification by shareholders in every Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. **To Issue Of Equity Shares On Preferential Basis To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the "Stock Exchanges") and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term

shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, on a preferential basis upto 16,20,000 (sixteen Lakhs twenty thousands) Equity shares of face value of Rs. 1/- each (the "Equity Shares") to the Companies/Entities as mentioned in the explanatory statement, at such price not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations on preferential allotment basis, at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the price for the issue of Equity Shares is 30th August, 2016, which is 30 days prior to the date of Result of Annual General Meeting i.e. 30th September, 2016, and at such price not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations on preferential allotment basis.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s), and alteration(s) as may be stipulated by any relevant authorities while according approval

or consent to do all such acts, deeds, matters and things and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more Directors or the Company Secretary of the Company.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

Office No. 8 IInd Floor, Sodhi Complex, Miller Ganj,

Opp. Ramgarhia School Ludhiana – 141003

By Order of the Board
For CLASSIC GLOBAL FINANCE AND CAPITAL LIMITED
Sd/-
VINOD KUMAR GARG
Director
DIN: 00504829

Date: 25.08.2016

Place: Ludhiana

IMPORTANT NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.

A PERSON CAN ACT AS A 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 FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Members holding shares in physical form are requested to notify change in address at the Registered Office of the Company at Office No. 8, IInd Floor, Sodhi Complex, Miller Ganj, Opp. Ramgarhia School, Ludhiana, Punjab-141003.

6. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from 23rd September, 2016 to 29th September, 2016 (Both days inclusive).
7. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
8. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

INSTRUCTIONS

Voting through electronic means

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard of the General Meeting (SS2) issued by the Institute of the Company Secretaries of India, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Friday 30th September, 2016 at 9:00A.M. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The Facility for voting through ballot paper shall be 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 27th September, 2016 (9:00 am) and ends on 29th September 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, 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 electronically 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. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
 - (iii) Click on shareholder-Login.
 - (iv) Put user ID and password as initial password noted in step (i) above. Click login.

(v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens, click on e-voting : Active Voting cycles.

(vii) Select "EVEN" Of CLASSIC GLOBAL FINANCE AND CAPITAL 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 & Corporate 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 prabhakar@apsadvisors.in with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy) :

(i) Initial password is provided as below in the proxy form:

EVEN (Remote E-Voting Event number)	USER ID	PASSWORD

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

- VI. 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 downloads section of www.evoting.nsdl.com call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. The e-voting period commences on 27th September, 2016 and ends on 29th September, 2016. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.
- IX. 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 22nd September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 22nd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

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" option available on www.evoting.nsdl.com.

- 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. Prabhakar Kumar, M/s VAPN & ASSOCIATES, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 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 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 the e-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 favor 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.classicgfc.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, Mumbai.

By Order of the Board
For CLASSIC GLOBAL FINANCE AND CAPITAL LIMITED
Sd/-
VINOD KUMAR GARG
Director
DIN: 00504829

Date: 25.08.2016

Place: Ludhiana

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

ITEM NO. 4: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

The Board of Directors on 25th August, 2016, subject to necessary approval(s), has approved the proposal for raising of funds by way of issue of 16,20,000 (Sixteen Lacs Twenty thousands only) Equity shares of face value of Rs. 1/- each to mobilize funds for funding current/future expansion plans/activities directly by the Company or thorough subsidiaries/ joint venture companies, potential acquisitions, working capital and general corporate purposes. The Information as required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 for Preferential Issues is as under:

- a) **Object of the issue:** To mobilize funds for funding current/future expansion plans/activities directly by the Company or thorough subsidiaries/ joint venture companies, potential acquisitions, working capital and general corporate purposes.
- b) **Securities to be issued:** The resolution set out in the accompanying Notice entitles the Board to issue equity shares as may be deemed appropriate in the best interest of the Company.

- c) **Lock-in:** The securities issued under the above Preferential Issue shall be locked-in for a period of 1 (one) year from the date of trading approval granted for such shares, as specified in Chapter VII of SEBI (ICDR) Regulations, 2009.
- d) **Auditors' Certificate:** The Statutory Auditors of the Company has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.
- e) **Pricing of the Equity Shares:** Each equity share of the face value of Rs. 1/- shall be issued at such price not less than the price determined in accordance with Chapter VII of SEBI (ICDR) Regulations on preferential allotment basis. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following:

a) In case of frequently traded shares:

The allotment of securities on preferential basis can be made at a price not less than higher of the following:

- Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of All Prices in Classic Global Finance & Capital Ltd quoted on the BSE Limited during the last Twenty six weeks preceding the relevant date.
- Or
- Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of Classic Global Finance & Capital Ltd quoted on the BSE Limited during the last two weeks preceding the relevant date.

Frequently traded shares" means shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares."

b) In case of infrequently traded shares:

The price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent merchant banker or an independent chartered accountant in practice having a minimum experience of ten years, to the stock exchange where the equity shares of the issuer are listed.

The Relevant Date for the purpose of pricing of the Equity Shares is 30th August, 2016.

"Stock Exchange" for this purpose shall mean BSE Limited.

- f) **Relevant Date:** The Relevant date for the purpose of determining the price of shares in accordance with pricing method given in Chapter VII of SEBI (ICDR) Regulations, 2009 is 30 days prior to date of result of AGM and in case where relevant date falls on Weekend/ Holiday, the day preceding the Weekend/ Holiday is reckoned as Relevant Date. 30th August, 2016 is considered as relevant date.
- g) **Undertakings:**
- i. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
 - ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

h) Particulars of Subscribers & Intention of Promoters / directors / Key Managerial Persons to Subscribe the Offer: No Promoters, directors or key managerial has shown their intent to subscribe this preferential issue and the allotment is proposed to be made to Non Promoters.