

| | | | |
|-----|--|-----|--|
| MD | | BKC | |
| CS | | DPY | |
| RO | | DIV | |
| TRA | | AC | |
| AGM | | SHI | |
| YE | | | |

14TH ANNUAL REPORT 1996-97

Certified to be true copy
for Classic Global Securities Ltd.
[Signature]
Managing Director

Report  junction.com



**CLASSIC GLOBAL
SECURITIES LIMITED**

Report  junction.com



Certified to be a true copy
For Classic Global Securities Ltd.
[Signature]
Managing Director

CLASSIC GLOBAL SECURITIES LIMITED

ANNUAL REPORT

1996-97

Board of Directors :

S. K. Purohit CHAIRMAN
J. P. Purohit MANAGING DIRECTOR
Sushil Parakh DIRECTOR
K.P. Purohit WHOLETIME DIRECTOR

SHARE TRANSFER AGENT :

ABS CONSULTANTS (P) LTD.

Room No. 99, 6th floor.
Stephen House
4, B.B.D. Bagh (East)
Calcutta- 700 001

REGISTERED OFFICE :

P-27 PRINCEP STREET
3rd Floor, Calcutta- 700 072

BANKERS :

Syndicate Bank
Bank of America

AUDITORS :

A. Gupta
CHARTERED ACCOUNTANT
40/7 GARIAHAT ROAD
Calcutta- 700 031

CONTENTS :

| | | |
|---------------------|----|----|
| Notice | .. | 1 |
| DIRECTOR'S REPORT | .. | 5 |
| Auditor's Report | .. | 7 |
| BALANCE SHEET | .. | 10 |
| Profit & Loss A/c | .. | 11 |
| Schedule | .. | 12 |
| Cash flow STATEMENT | .. | 30 |

Report  junction.com

CLASSIC GLOBAL SECURITIES LIMITED**NOTICE :**

Notice is hereby given that the 14th Annual General Meeting of the Members of **CLASSIC GLOBAL SECURITIES LIMITED** will be held at **AUDITORIUM OF BENGAL NATIONAL CHAMBER OF COMMERCE & INDUSTRY**, 23, R. N. Mukherjee Road, Calcutta - 700 001 on Monday the 29th day of September, 1997 at 10.00 A. M.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 1997 and Profit & Loss Account for the year ended on that date and the Report of Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 1997.
3. To appoint a director in place of Mr. Kailash Purohit, who retired by rotation and is eligible for re-appointment.
4. To appoint a director in place of Mr. Jagdish Prasad Purohit, who retire by rotation and is eligible for re-appointment.
5. To appoint auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS :

6. To consider and if thought fit to pass with or without modification the following Resolution as a Special Resolution.
 "RESOLVED that subject to the consent of the shareholders of the Company accorded by means of Special Resolution the Authorised Share Capital of the Company be increased from Rs. 9,00,00,000/- divided into 90,00,000 Equity Shares of Rs. 10/- each to Rs. 11,00,00,000/- divided into 90,00,000 Equity Shares of Rs. 10/- each and 20,00,000, 5% Non-cumulative redeemable preference shares of Rs. 10/- each and that in the Clause V of the Memorandum of Association of the Company for the words and figures. The share capital of the Company is Rs. 9,00,00,000/- divided into 90,00,000 equity shares of Rs. 10/- each the following shall be substituted. The authorised shares capital of the company is Rs. 11,00,00,000/- divided into 90,00,000 equity shares of Rs. 10/- each and 20,00,000, 5% non-cumulative redeemable preference share of Rs. 10/- each."
- "RESOLVED further that Articles of Association of the company be altered by substituting the following new articles in place of the present article 4 thereof. The Share Capital of the company is Rs. 11,00,00,000/- divided into 90,00,000 equity shares of Rs. 10/- each and 20,00,000, 5% non-cumulative redeemable preference shares of Rs. 10/- each."
7. To consider and if thought fit to pass with or without modification the following resolution as a special resolution.
 "RESOLVED that pursuant to Section 80 of the Companies Act, 1956 consent of the members of the company be and is hereby accorded to the Board of Directors for issue of 20,00,000 5% Non-cumulative redeemable preference shares of Rs. 10/- each at a premium of Rs. 40/- per share aggregating to Rs. 10.00 Crores to be allotted to any person or persons or in such manner including private placement at such time as the Board of Directors may deem fit."
8. To consider and if thought fit to pass with or without modification the following Resolution as a Special Resolution
 "RESOLVED that the name of the company be changed from "CLASSIC GLOBAL SECURITIES LIMITED" to "CLASSIC GLOBAL INDUSTRIES LIMITED" or "CLASSIC GLOBAL INTERNATIONAL LIMITED" or "CLASSIC GLOBAL EXIM LIMITED" or "CLASSIC GLOBAL CORPORATION LIMITED" subject to the availability of name from the office of the Registrar of Companies, West Bengal".



9. To consider and if thought fit to pass with or without modification of the following Resolution as a Special Resolution :
"Resolved that the Company shall discontinue all of its Non-Banking Finance Company (NBFC) activities with immediate effect subject to approval of Department of Company Law Affairs for declassifying the company from its present Financial Company to a Manufacturing Company or an Industrial activities Company.
10. To consider and if thought fit to pass with or without modification the following Resolution as Special Resolution :
"Resolved that the following objects as contained in the object clause of the Memorandum of the company be deleted from the main object of the Company and be inserted after Clause No. 25 as Clause No. 26, 27, 28 in the objects incidental and ancillary to the attainment of the main objects.

SUB-CLAUSE (1) OF CLAUSE A :

"Resolved that to act as merchant bankers, manager, co-managers, registrars, issue house, portfolio managers, brokers, sub-brokers, underwriters, trustees, custodian and to provide services as consultants, providing general administrative secretarial advisory, commercial, financial, technical, accountancy, quality control, forex advisory services, legal and other services to persons, companies, corporate bodies, firms, trust, associations whatsoever."

SUB-CLAUSE (2) OF CLAUSE A :

"To carry on the business of leasing and hire purchase finance, bill discounting and to provide on lease or on hire purchase all types of machinery industrial and office equipment plant and machinery vehicles, land, buildings and other immovable properties.

SUB-CLAUSE (6) OF CLAUSE A :

"To carry on the business of investment company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures, bonds, obligations and securities issued or guaranteed by any company constituted or carrying business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any Government, State, dominion, sovereign ruler, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or elsewhere."

11. To consider and if thought fit to pass with or without modification the following Resolution as Special Resolution :
"RESOLVED that the following object as contained in the Main Objects Clause of the Memorandum of the Company in Clause No. 3, 4, and 5 be re-arranged as Clause 1, 2 and 3".

SUB-CLAUSE (3) OF CLAUSE A :

"RESOLVED that to carry on generation of power by wind, solar, hydro, thermal, bio-mass, co-generation, ocean energy, geo-thermal of any other form by which energy/power can be produced and to install power plants, domestic or public for lighting, heating, cooling or cooking purposes, lighters, plants, producing water, chemicals or fuels pesticide, defence or warfare establishments, horticultures, forest or plant protection and growth and other allied purposes".

SUB-CLAUSE (4) OF CLAUSE A :

"Resolved that to carry on all or any of the business of buyers, sellers, suppliers, investors, importers, exporters, hire purchase, dealers, indenters, brokers, agents, assemblers, packers, stockists, distributors and dealers of all kinds of food articles, Plantation crops like tea, coffee, tobacco, minerals, metals and other wastes and by-products, industrial and other gases, fire wood, coal and coke, oils and lubricants, fuels, alcohol, wines, and beverages, edible and non-edible oils and fats, sugar and molasses, consumer goods, house hold goods hardware and stores, plant

CLASSIC GLOBAL SECURITIES LIMITED

and machinery, generating sets, earthmoving equipments, store spareparts and accessories commercial, natural and man made fibres, textiles of all kinds, all types of cements, chemicals drugs, building material, vehicles, vehicle parts, automobile parts, machine parts, industrial components, plastics and electronics parts and devices, bullion, precious stones, work of art, antique, curious jewellery and ornaments and in all kinds of machinery accessories and other things required in connection therewith.

SUB-CLAUSE (5) OF CLAUSE A :

"Resolved that to carry on all or any of the business or financiers or industrial, commercial and other enterprises and film enterprises and film financiers and distributors and exhibitors, money lenders, sahuks, trustee, real estate owner, real estate agents, builders, underwriters, guarantors, hire purchase dealers, investors, promoters, brokers and dealers of and in shares, stocks, debentures, securities, bonds, obligations, claims, licences and changes, land, buildings, houses, easements, negotiable instruments, decrees, book-debts, patents, factories, mines, industrial undertaking business concerns, warehouses, property and right of all kinds, agricultural land, farms, gardens, flats, showroom offices, residential units, shops and godowns, business of insurance agents and such other business and acts required in connection therewith and to receive on deposit or borrow and raise money provided that the company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949".

NOTES :

1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under Item Nos.6 to 11 set out above is annexed hereto.
2. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member.
3. The Register of Members and Transfer Books of the Company will be closed from Tuesday 16th Sept. 1997 to Thursday 29th Sept. both days inclusive.
4. The dividend when sanctioned will be made payable on or after 29th September, 1997 to those shareholders, whose names will appear as members in the books of the company on that date.
5. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 A. M. to 5 P. M.
6. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.

EXPLANATORY STATEMENT :

As required by Section 173(2) of the Companies Act, 1956, the following explanatory statements sets out material relating to the business under item nos.6 to 11 of the accompanying Notice dated 8th August, 1997.

ITEM NO. 6

The present authorised share capital of the company is Rs. 9,00,00,000/- due to diversification in Industrial activities it is necessary to raise the share capital by Rs. 2,00,00,000/- in the form of Preference Share Capital. None of the Directors of the company is in any way concerned or interested in this resolution.

ITEM NO. 7

For diversification in Industrial base huge funds will be required immediately therefore, it proposes to increase the paid-up share capital by way of issue of 20,00,000, 5% redeemable preference shares of Rs. 10/- each at a premium Rs. 40/- per share. As equity market is sluggish today company has chosen route of subscribing preferential shares through private placement to such person's who are willing to acquire the shares.

None of the Directors of the company is in any way concerned or interested in this resolution.

Annual Report 1996-97**ITEM NO. 8**

The Company has already commenced various manufacturing activities such as Electricity Generation through Wind Turbine, Export Activities, Software Development etc., with the expansion and diversification into manufacturing activities and other related business it has also been Principally decided to cut down its previous activities and to concentrate solely in manufacturing and other related activities. Further to reflect the true business activity it is necessary to change the name of the company.

None of the Directors of the company is in any way concerned or interested in this resolution.

ITEM NO. 9

As the company decided to carry on only manufacturing activities, the previous Non-banking Finance Company (NBFC) activities should be discontinued with immediate effect.

None of the Directors of the company is in any way concerned or interested in this resolution.

ITEM NO. 10

As the company decided to discontinue its NBFC activity and enter into manufacturing activity the objects as contained in the main object Clause of the Memorandum of the Company such as Sub-Clauses (1), (2) and (6) of Clause A, be deleted from the main object and inserted as Clause 26, 27 and 28 in the objects incidental and ancillary to the attainment of the main objects.

None of the Directors of the company is in any way concerned or interested in this resolution.

ITEM NO. 11

On hiving off the Sub-Clauses (1), (2) and (6) Clause "A" from the main object of the Company remaining Sub-Clauses (3), (4) and (5) of Clause "A" be re-arranged as Sub-Clause (1), (2) and (3) of Clause "A".

None of the Directors of the company is in any way concerned or interested in this resolution.

Place : Calcutta

By order of the Board of Directors.
For CLASSIC GLOBAL SECURITIES LIMITED

Dated : The 8th August., 1997.

MANAGING DIRECTOR

CLASSIC GLOBAL SECURITIES LIMITED**CLASSIC GLOBAL SECURITIES LIMITED
DIRECTOR'S REPORT**

To
The Member's

Your Directors have pleasure in presenting the 14th Annual Report of the company together with Audited accounts for the year ended on 31st March, 1997. During the year under review, despite of such sluggish market conditions, your company earned a Pretax Profit of Rs. 134.50 lacs, in comparison to previous financial year Rs. 276.66.

1. FINANCIAL RESULTS

| | Current Year Rs.000 | Previous Year Rs.000 |
|----------------------------------|------------------------|-------------------------|
| Profit before Tax | 13,449 | 27,666 |
| Less : Provision for taxes | 1,212 | 1,615 |
| | | |
| | 12,237 | 26,051 |
| Add : Balance brought forward | 28,493 | 14,350 |
| | | |
| | 40,730 | 40,401 |
| Excess dividend written back | 2,837 | - |
| Excess depreciation written back | - | 148 |
| | | |
| | 43,567 | 40,549 |
| Less : Proposed dividend | 4,233 | 7,055 |
| | | |
| | 39,334 | 33,493 |
| | ===== | ===== |

2. DIVIDEND

Your Directors are pleased to recommend a dividend at the rate of 6 % Corporate Dividend Tax of 10% to be borne by the Company the effective dividend payout may be considered at the rate of 6.6%. The dividend when approved by the members at the forthcoming annual general meeting will be paid to all those members whose names appear in the register of members as on 29th September, 1997 except on those shares allotted on preferential basis on 31.03.97.

3. BUSINESS OPERATION AND FUTURE PROJECTIONS

The year 1996-97 is marked with radical changes in the economic scenario indicating drastic downs in all the areas of finance but because of the immediate diversifications, we would be able to earn marginally.

PERFORMANCE OF MERCHANT BANKING /PROJECT FINANCING DIVISION

The operation of Merchant Banking/Project Financing Division recorded more or less satisfactory. Company has made tie ups with various Indian/Foreign institution to develop its syndication business in project financing including ECB/ECIP/FRN etc.

FIXED DEPOSIT PROGRAMME

Fixed deposit programme of the company which was launched in March '96 going satisfactorily. It will be appreciated to note that today company has a deposit base of Rs. 500 Lacs with 5000 dedicated depositors.

FUTURE PLANS

The company has identified the opportunities well in advance which is evident from the reorientation of the business strategy. In the course of diversification, the Company has already commenced various manufacturing activities such as electricity generation through Wind Turbine, Export activities, Software Development etc. with the expansion and diversification into manufacturing activities and other related business.

4. DIRECTORS :

Sri Kailash Purohit, Director of the Company, retires by rotation and being eligible offers himself for re-appointment.
Sri Jagdish Prasad Purohit, Director of the Company, retires by rotation and being eligible offers himself for re-appointment.

Annual Report 1996-97

Mr. J. K. Jain, Director resigned from the Board of Directors of the Company with effect from 27/09/96. The Board of Directors placed on records his sincere efforts and valuable services rendered for the development of the company during the period of office as Director.

Mr. P.M. Narielwala, Director resigned from the Board of Directors of the company with effect from 27/09/96. The board of directors placed on records his sincere efforts and valuable services rendered for the development of the company during the period of office as Director.

Mr. Amitav Kothari, Director resigned from the Board of Directors of the Company with effect from 27/09/96. The Board of Directors placed on records his sincere efforts and valuable services rendered for the development of the company during the period of office as Director.

Mr. Sanjeev Bagaria, NRI Director resigned from the Board of Directors of the Company with effect from 16/05/97. The Board of directors placed on records his sincere efforts and valuable services rendered for the development of the company during the period of office as Director.

Mr. N. K. Sengupta, Director resigned from the Board of Directors of the Company with effect from 21/03/97. The Board of Directors placed on records his sincere efforts and valuable services rendered for the development of the Company during the period of office as chairman of the company.

AUDITORS :

The retiring Auditors A. Gupta Chartered Accountant, Calcutta will hold office until the conclusion of the 14th Annual General Meeting and is eligible for reappointment.

PERSONNEL :

Your Directors place on record the sense of appreciation for the valuable contribution made by the staff members of the company and hope that their continued support will help in achieving the goals of the Company.

As per requirement of Section 217(2A) of the Companies Act, we mention that there was no employees receiving remuneration more than the specified limit.

STATUTORY INFORMATION :

Particulars required to be furnished by the companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 :

- i) Part A and B pertaining to conservation energy and technology absorption, adaption and innovation are not applicable to the company.
- ii) Foreign Exchange Earning and outgo (a) Earning-Nil.

ACKNOWLEDGEMENTS :

The Board wishes to place on record their gratitude for the co-operation and assistance received from the Banks, Merchant Bankers, Shareholders and customers and thank them for their continued support.

For and on behalf of the Board
S/d JAGDISH PRASAD PUROHIT
MANAGING DIRECTOR

Place : Calcutta

Dated : 8th August, 1997.