

## **CLASSIC FILAMENTS LTD**

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## **CLASSIC FILAMENTS LTD**

### **CORPORATE INFORMATION:**

#### **BOARD OF DIRECTORS:**

Mr.JayantilalMadhubhaiGaudani (DIN- 03571671)	:	Managing Director w.e.f 24/05/15
Mr. Bharat Anandbhai Patel (DIN-00249234)	:	CFO w.e.f 24/05/15
Mr.SubhashPatle (DIN-00369492)	:	Independent Non-Executive Director
Mr.Manendrapratap Singh (DIN- 01211097)	:	Non-Executive Director
Ms.Renu Singh (DIN – 00860777)	:	Independent Women Director
Mr Radhamohan Mittal (DIN- 00669254)	:	Executive Promoter Director
Mr Rajiv Ratnsingh Jain (DIN- 02755435)	:	Executive Director

#### **COMMITTEES OF THE BOARD:**

Audit Committee  
Stakeholders Relationship Committee  
Nomination and Remuneration Committee

#### **REGISTERED OFFICE:**

M-14, Super Tex Towers,  
Opp. Kinnari Cinema  
Ring Road, Surat 395002  
Gujarat  
Tel -0261 413700 Fax 0261 413700  
Email: sharma\_surat2000@yahoo.com

#### **BANKERS:**

Prime Co-operative Bank Ltd. Khatodra Main, Surat.

#### **REGISTRAR & SHARE TRANSFER AGENT:**

In House

#### **LISTING OF EQUITY SHARES:**

VAdodra Stock Exchange, Ahmedabad Stock Exchange

## **CLASSIC FILAMENTS LTD**

### **AUDITORS:**

M/s. C.P. Jaria & Co.  
Chartered Accountants  
M-28, Super Tex Tower,  
Opp. Kinnari Cinema,  
Ring Road, Surat-395002  
Email: [cpjaria@yahoo.co.in](mailto:cpjaria@yahoo.co.in)

### **ANNUAL GENERAL MEETING:**

Date : 28<sup>th</sup> September, 2015  
Time : 10:00 A.M  
Venue : M-14, Super Tex Towers, OppKinnari Cinema, Ring Road, Surat

**CLASSIC FILAMENTS LTD**

**NOTICE OF 25th ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty-fifth Annual General Meeting (the "Meeting") of Classic Filaments Ltd will be held on 28.09.15 at 10:00 A.M. at M-14, Super Tex Towers, OppKinnari Cinema, Ring Road, Surat, to transact the following business:

\*\*\*\*\*

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Profit & Loss account for the period ended on that date and the Reports of the Directors' and the Auditors thereon.
2. To appoint a Director in place of Mr. Rajiv Ratansingh Jain(DIN- 02755435)&Manedrapratap Singh (DIN-01211097) who retires by rotation and being eligible, offers themselves for re-appointment.
3. To appoint C.P. Jaria & Co., Chartered Accountants (Firm Registration No- 104058W), as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration.

**By Order of the Board of Directors  
For Classic Filaments Ltd**

Date: 02.09.2015  
Place: Surat

**Jayanti Madhubhai Gaudani**  
Managing Director  
DIN-03571671

## CLASSIC FILAMENTS LTD

### NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing proxy in order to be valid must be deposited with the Company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the meeting. No photocopy, scanned copy of proxy form will be accepted. A Proxy Form is annexed to this report. A proxy is not entitled to vote except on a poll. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday 23<sup>rd</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days inclusive).**
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report to the meeting.
5. In view of the '**Green Initiative in Corporate Governance**' introduced by the Ministry of Corporate Affairs vide its Circular No. 17/2011 dated 21.04.2011, all members who have not registered their E-mail IDs with the Company, are requested to register their E-mail IDs, so as to enable the Company to send all notice/reports/documents/intimations and other correspondences etc. through E-mails., in the electronic mode instead of receiving physical copies of the same.
6. For the convenience of Members and for proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
7. For transfer of shares held in Physical mode the transferee should submit along with the transfer documents copy of PAN Card for registration of transfer request.
8. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form SH-13 annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.

## **CLASSIC FILAMENTS LTD**

9. Members seeking any information or clarification on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting. The queries may be addressed to Director/ Compliance Officer , Mr. JayantiMadhubhaiGaudani, Classic Filaments Ltd, M-14, Super Tex Tower, Ring Road, Surat.
10. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

**By Order of the Board of Directors  
For Classic Filaments Ltd**

Date: 02.09.2015  
Place: Surat

**JayantiMadhubhaiGaudani**  
Managing Director  
DIN-03571671

# **CLASSIC FILAMENTS LTD**

## **DIRECTORS' REPORT**

To,  
The Members,  
**Classic Filaments Ltd**

Your Directors take pleasure in presenting their 25th Annual Report of the Company along with the Audited Financial Statements, for the period ended March 31, 2015.

### **1. FINANCIAL RESULTS:**

The financial Results are briefly indicated below:

(Amount in Rupees)

<b>Particulars</b>	<b>Period/ year ended</b>	<b>Period/ year ended</b>
	<b>31.03.2015</b>	<b>31.03.2014</b>
Total Revenue	21590836	271278
Total expenses	21484910	266356
Profit/ (loss) before tax	105926	4922
Profit/ (loss) after tax	83525	3402
Profit/(Loss) Brought Forward	-9653372	-9658151
Balance carried to Balance Sheet	-9595269	-9653372

### **2. FINANCIAL OPERATIONS:**

Members are aware that business environment continues to be volatile due to global slowdown, uncertain environment and high fiscal deficit and inflation. Hence there are difficult economic conditions coupled with fierce competition, high inflationary market conditions. During the period ended 31<sup>st</sup> March, 2015, the profit after tax of the Company amounting to Rs.105926/-.

### **3. DIVIDEND AND TRANSFER TO RESERVES:**

As the Company earned low profit, no dividend was declared during the year. No amount is being transferred to reserves during the year under review.

### **4. DEPOSITS:**

During the period under review, your Company has not accepted any deposits from the public as such, no amount of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

### **5. WHISTLE BLOWER:**

The Board of Directors have set up the Whistle Blower Policy i.e. Vigil Mechanism for Directors and Employees of the Company to report concerns about unethical behaviour, actual or suspected fraud, or violations of Company's Code of Conduct or Ethics Policy. The detailed Vigil Mechanism Policy is available at Company's Registered Office.

## **CLASSIC FILAMENTS LTD**

### **6. PARTICULARS OF EMPLOYEES:**

During the Financial Year the Company does not have any employee who was drawing remuneration required to be disclosed pursuant to the Section 197 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the period ended 31<sup>st</sup> March 2015 None of the Directors resigned. Mrs. Renu Singh (DIN 00860777) has been appointed w.e.f. 13.08.14 as an Additional Independent Women Director of the Company. Mr. Bharat Anandbhai Patel (DIN 00249234) has been appointed as a Chief Executive Officer (CEO) of the Company w.e.f 24<sup>th</sup> May, 2015. Mr. JayantibhaiGaudani (DIN 03571671) has been appointed as a Managing Director w.e.f from 24<sup>th</sup> May,2015

### **8. SUBSIDIARIES:**

The Company does not have any subsidiary Company.

### **9. DIRECTOR'S RESPONSIBILITY STATEMENT:**

As required under Section 134 (3) (c) of the Companies Act, 2013, your Directors' confirm that:

- i. In the preparation of the Annual Accounts for the year ended on 31<sup>st</sup> March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year on 31<sup>st</sup> March, 2015 and of the Profit or Loss of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the Annual accounts on a going concern basis.
- v. The Director have laid down proper internal financial controls to be followed by the company and that such financial controls are adequate and are operating effectively
- vi. The Director have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **10. CONSERVATION OF ENERGY & TECHNOLOGY ABSORBTION:**

Since the Company is not a manufacturing unit provisions of Section 134 (3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption is not applicable.

### **11. NUMBER OF BOARD MEETINGS:**

During the financial year, the Board of Directors had met seven times on 28.05.14, 14.07.14, 13.08.14, 19.08.14, 12.11.14, 09.02.15 & 17.02.15.



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### **12. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the period under review, there were no Foreign Exchange Earnings and Outgo.

### **13. AUDITORS:-**

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, C.P. Jaria & Co., Chartered Accountants, (registration number: 104058W) were appointed by the shareholders at the 24<sup>th</sup> annual general meeting to hold office until the conclusion of the 25th annual general meeting.

The members are requested to appoint C.P. Jaria & Co., Chartered Accountants, (registration number: 104058W) as statutory auditors of the Company and to fix their remuneration for the year 2015-16.

### **14. AUDITORS REPORT:**

Since notes to accounts are self-explanatory, no further explanation is given by the Board as such. Further the Auditors Report to the Shareholders does not contain any adverse remarks or qualification.

### **15. COMMITTEES OF THE BOARD:**

The Board has constituted Committees pursuant to provisions of Companies Act, 2013, and rules framed there under and Listing Agreement entered with Stock Exchanges.

The committees of the Board are Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

The composition and other details with respect to Committees are detailed in the Corporate Governance Report which forms part of this Annual Report.

### **16. CEO/CFO CERTIFICATION:**

Certificate of CEO/CFO of the Company on Financial Statements, Cash Flow Statement for the period ended March 31, 2015 and Certificate of CEO for compliance with Code of Conduct by Board members and Senior Management personnel on Annual basis are enclosed herewith as **Annexure 5**.

### **17. MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is annexed to this report. **(Annexure 2)**

### **18. EVALUATION OF BOARD:**

The performance of Board, its Committees and Individual Director were reviewed during the year pursuant to subsection (p) (3) of Section 134 of the Companies Act, 2013. The Separate meeting of independent Directors was held during the year to evaluate the performance of other Non Independent Directors and of the Board as a whole, also the performance of Committees of the Board were reviewed. The performance of Board, Individual Directors and Committees were found to be satisfactory.

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### **19. CORPORATE GOVERNANCE REPORT:**

Report on Corporate Governance of the Company for the period under review, as per the requirements of Clause 49 of the Listing Agreement have been given under a separate section and forms part of this Annual Report as **Annexure 1**.

### **20. SECRETARIAL AUDIT:**

The Secretarial Audit Report of M/s JKPA & Associates, Company Secretaries for the year ended on 31<sup>st</sup> March, 2015 is self explanatory. Also annexed herewith secretarial Audit report (MR-3) as **Annexure 4-**, as provided by M/s JKPA & Associates, for the secretarial audit conducted by them for the period 2014-15 under review.

The company did not appoint a Whole time Company Secretary during the period under review as the financial position of the Company is weak.

### **21. INTERNAL AUDITORS:**

According to the recommendation of the Audit Committee the Board has appointed M/s Phophalia S. & Associates, Chartered Accountants, as an internal auditor of the Company for the financial year 2014-15.

### **22. EXTRACT OF ANNUAL RETURN:**

The Extract of Annual Return in Form MGT – 9 pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of Companies (Management and Administration), Rules 2014 are as per Annexure to this Report as **Annexure 3**.

### **23. LISTING FEES:**

Being listed at VSE Limited, Vadodra, ASE, Ahmedabad, the Company has not paid the listing fees.

### **24. PARTICULARS OF LOAN, GURANTEES OR INVESTMENT:**

During the year, the Company has not given any loans, given any guarantee or provided security as per Section 186 of the Companies Act, 2013.

### **25. DECLARATIONS GIVEN BY INDEPENDENT DIRECTORS:**

As per the declarations received from Independent Directors their appointment as an Independent Director of the Company was in compliance with Section 149 (6) of the Companies Act, 2013.

### **26. MEETING OF INDEPENDENT DIECTORS:**

The Independent Directors met once during the year to review the working of the Company, its Board and Committees. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non Executive Directors and of the Audit committee by other members of the Board. The same was complied by Independent authority and informed to the members.

### **27. NOMINATION AND REMUNERATION COMMITTEE:**

The Board had constituted Nomination and Remuneration Committee pursuant to the provisions of subsection (1) of Section 178 of Companies Act, 2013. Pursuant to subsection (3) of Section 178 of Companies Act, 2013 the Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board the policy, relating to the remuneration of directors, key managerial personnel and other employees. The policy is available at Company's Registered office.

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### **28. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

During the year 2014-15, there were no contract or Arrangements entered in to by the Company with related parties. The policy on Related party Transactions is available on the website of the Company.

### **29. INTERNAL FINANCIAL CONTROLS:**

The Board hereby reports that the Internal Financial Controls were reviewed by the Audit Committee and there were adequate Internal Financial Controls existed in the Company with respect to the Financial Statements for year ended on 31st March, 2015 and the Internal Financial Controls are operating effectively.

### **30. RISK MANAGEMENT POLICY:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

### **31. ACKNOWLEDGEMENTS:**

Your Directors would like to express their sincere appreciation to the shareholders for the confidence reposed by them in the company and for the continued support and co-operation extended by them. Your Directors also wish to place on record their deep sense of appreciation for the continuing support and efforts of Vendors, Dealers, Business Associates and Employees received during the period ended March 31, 2015.

By order of Board of Directors

JayantilalMadhubhaiGaudani	Manedrapratap Singh
Managing Director	Director
DIN: 03571671	DIN: 01211097

Date: 02.09.15

Place: Surat

# **CLASSIC FILAMENTS LTD**

## **CORPORATE GOVERNANCE REPORT**

A report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges.

### **1. COMPANY'S PHILOSOPHY:**

At Classic Filaments Ltd, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholder value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses.

Corporate governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the organization. At Blue Pearl Texspin Limited, we are committed to meet the aspirations of all our stakeholders. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment. Additionally, our customers have benefited from high quality products delivered at extremely competitive prices.

The company's corporate governance framework is based on the following main principles:

- a. Appropriate composition and size of the Board, with each Director bringing in key expertise in different areas.
- b. Timely and accurate disclosure of all material operational and financial information to the stakeholders.

The Securities and Exchange Board of India (SEBI) through Clause 49 of the Listing Agreement with the stock exchanges regulates Corporate Governance for listed companies. Classic Filaments Ltd is in compliance with Clause 49 of Listing Agreement.

As per SEBI Circular dated 15th September, 2014, revised clause 49 is not applicable as paid up equity share capital is not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore. However to ensure good corporate governance practice, our company is in compliance with revised Clause 49 of Listing Agreement.

## CLASSIC FILAMENTS LTD

### 2. BOARD OF DIRECTORS:

#### a. Composition of the Board:

As on 31<sup>st</sup> March, 2015, 2 out of 5, were Independent non-executive Directors, 2 were executive Directors. At Classic Filaments Ltd, it is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. It is committed to the goal of sustainably elevating the Company's value creation. The Company has defined guidelines and an established framework for the meetings of the Board and Board Committees. These guidelines seek to systematize the decision-making process at the meeting of the Board and Board Committees in an informed and efficient manner.

During the period ended 31<sup>st</sup> March, 2015, total 7 (seven) Board Meetings were held. The time gap between the two meetings was not more than one hundred and twenty days. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes. The dates on which the Board Meetings was held are as follows:  
28.05.14, 14.07.14, 13.08.14, 19.08.14, 12.11.14, 09.02.15 & 17.02.15

The following table gives the attendance of the Directors at Board Meetings of the Company and also other Directorship in other Companies and Chairmanship/Membership in Board Committees of public limited companies:

Sr. No	Name of Director	Category	No. of Board meetings Attended	Attendance at Last AGM	No. of Directorships and Committee Memberships and Chairmanships including Company's		
					Directorship	Committee	
						Chairmanship	Membership
1.	Radhamohan Mittal	Director	4	yes	1	-	-
2.	SubhashPatle	Independent Director	4	Yes	6	2	2
3.	Rajiv Ratansingh Jain	Executive Director	4	-	1	-	2
4.	ManendraPratap Singh	Non-Executive Director	5	yes	7	2	2
5.	Renu Singh *	Independent Additional Women	3	Yes	9	3	6

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		Director					
6	JayantiGaudani w.e.f 24/05/15	Manging Director	-	-	-	--	-
7	Bharat Patel w.e.f 24/05/15	CFO	-	-	-	-	-

1. Excludes Directorships/Chairmanship in Indian Private Limited Companies, Section 25 Companies and Foreign Companies and positions held in Proprietorship and Partnership in Firms.
2. None of the Directors is a member of more than 10 Board level Committees of Public Companies in which they are Directors nor is Chairman of more than 5 such Committees.
3. In accordance with Clause 49, Membership/ Chairmanship includes Audit Committees and Shareholders & Investors Grievance Committees of all Public Limited Companies.

\* Mrs. Renu Singh was appointed as Additional Independent Women Director w.e.f13.08.14

**BOARD MEETINGS PROCEDURES AND INFORMATION PLACED BEFORE THE BOARD:**

All the above Board Meetings were held at the Registered Office of the Company. The required quorum was present at all the above Board Meetings and all the resolutions were duly approved. There were no instances of Adjournment of any of the said Board Meetings. The Board Meetings were conveyed after sufficient days of prior notice to all the Board Members along with detailed Agenda of the Meeting. All the reference documents in support to the Agenda of the meeting were duly placed before the Board for their reference and perusal.

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 (VIII) (E) of the Listing Agreement):

Name of the Director	ManendraPratap Singh	Rajiv Ratansingh Jain
Qualification	Post Graduate	Graduate
Expertise in specific functional areas	12years experience in Office Administration and Management	15 Years experience in Management
Directorships and Committee memberships in other Indian Listed companies*	<b>Directorship:</b> 1. AIRCOMMAND INDIA LIMITED 2. AIRCOMMAND AIRTECHNICS LIMITED 3. DARJEELING ROPEWAY CO LTD 4. VRUNDAVAN AGRO	<b>Directorship: Nil</b> 1.CLASSIC INDUSTRIES LTD  <b>Committee membership: 2</b>

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	INDUSTRIES LIMITED 5. OPTIMATES TEXTILE INDUSTRIES LTD 6. MAHANANDA ENTERPRISE LTD 7. VIPRA SECURITIES & FINANCIAL SERVICES PVT LTD <b>Committee membership:</b> 1. Vrundavan Agro Industries Ltd	
Shareholding	Nil	Nil

### **b. Payment of compensation to Non-Executive Directors:**

During the period, no amount has been paid to any Non-Executive Directors of the Company either as fees, compensation or otherwise except to the Independent Directors of the Company.

### **c. Familiarization Programme For Independent Director:**

The Company has executed required Programme for the familiarization of its Independent Directors periodically to get better ideas about the nature of industry in which Company operates and Company's Products, such programme mainly includes training of independent Directors, participation in exhibitions, detailed disclosure in the Meetings with respect to the Company's Products, catalogues, client details, Industry scenario etc.

### **d. Separate Meeting of Independent Directors:**

There was separate meeting of Independent Directors held on 12.11.14 and Mr. SubhashPatle (DIN- 00369492) and Mrs. Renu Singh (DIN- 00860777). In the Meeting the Independent Directors have reviewed the performance of the Executive and Non Executive Directors and the Board as a whole. After review the Independent Director was of the opinion that the performances of all are adequate and satisfactory.

### **e. Code of Conduct:**

The Board has implemented a Code of Conduct for all Board members and senior management of the Company. The Code has been circulated to all members of the Board and Senior Management Personnel. The compliance of Code has been affirmed by all of them. A declaration by Mr. JayantiMadhubhaiGaudanithe Managing Director& Compliance Officer of the Company is given below:

## CLASSIC FILAMENTS LTD

"I, Mr. Jayantilal Madhubhai Gaudani, the Managing Director & Compliance Officer of CLASSIC FILAMENTS LTD, in terms of provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, hereby confirm that all Board Members and Senior Management Personnel have affirmed the compliance with the "Code of Conduct of Directors and Senior Managerial Personnel" of the Company during the period ended March 31, 2015."

Jayantilal M Gaudani  
Managing Director

Sd/-

DIN- 03571671

### 2. COMMITTEES OF THE BOARD:

The Board has set up various level committees in accordance with the Listing Agreement with the Stock Exchanges. The details of committees of the Board of Directors of the Company are as under:

#### i. Audit Committee a. Composition:

As on 31.03.2015, the Audit Committee comprises of two Independent Non-Executive Directors namely Mr. Subhash Patle and Mrs. Renu Singh and one Executive Director Mr. Rajiv Ratansingh Jain. The Chairman of the Audit Committee is an Independent Non-Executive Director namely Mr. Subhash Patle. The members of the Audit Committee are well versed in finance, accounts, company law and general business practices.

#### b. Meetings of the Audit Committee:

The Audit Committee met 4 times during the period on 28.05.2014, 13.08.2014, 12.11.2014, and 13.02.2015;

The Audit Committee meetings are also generally attended by the representatives of Statutory Auditors of the Company. The minutes of the meeting of Audit Committee were discussed and taken note by the Board of Directors. The details of attendance of the members in meetings are as follows:

Name of the Member	Category	Status	No. of Meetings held	No. of Meetings attended
Subhash Patle	Independent Non Executive Director	Chairman	4	4
Mr Rajiv Ratansingh Jain	Executive Director	Member	4	4



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Mrs Renu Singh w.e.f 13.08.14	Independent Non Executive Director	Member	2	2
Mr Manendra Singh upto 13.08.14	Non-executive director	Member	2	2

The Audit Committee exercises all powers, performs such functions and reviews information as prescribed in Clause 49 of the Listing Agreement read with Section 177 of the Companies Act, 2013, to the extent as possible.

Brief terms of reference of the Audit Committee are as follows:

- Approving and implementing the Audit procedures and techniques.
- Reviewing audit reports of statutory auditors with auditors and management.
- Reviewing financial reporting systems, internal control systems and control procedures.
- Ensuring compliance with regulatory guidelines.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board of Directors, the appointment of Cost Auditor for the Company.
- Recommending to the Board, the appointment, re-appointment and, if required the replacement or removal of the statutory auditor and fixation of audit fees.
- Appointment of statutory auditor and fixing their remuneration.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report as per Section 134 (3)(c) of the Companies Act, 2013;
  - b) Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings;
  - c) Compliance with listing and other legal requirements relating to financial statements;
  - d) Disclosure of any related party transactions; and
  - e) Qualifications in the draft audit report, if any.
- Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval.
- Reviewing, with management, performance of statutory auditors and adequacy of the internal control systems.

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- Reviewing the Management Discussion and Analysis of the financial condition and results of operations.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Discussion with Internal Auditors, any significant findings and follow up thereon.
- Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders and creditors, if any.
- Reviewing accounting treatment and confirmation of the fact that financial statement is giving true and fair view.
- Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy; and
- Any other matter referred to by the Board of Directors.

### **ii. Nomination And Remuneration Committee:**

Limited remuneration policy is based on 3 factors, pay for responsibility, pay for performance and potential and pay for growth.

The Company's Remuneration Committee is vested with all necessary powers and authority to ensure appropriate disclosure on the remuneration of Directors and to deal with all the elements of remuneration package of all such Directors.

The terms of reference of the Remuneration Committee are to recommend to the Board, Salary (including annual increments, rents), perquisites and allowances, performance linked remuneration, if any, commission to be paid to the company's Executive/Whole time Director (ED/WTD)/Managing Director and to finalize the perquisites and allowances package within the overall ceiling fixed by the Board.

The broad terms of reference of the Nomination and Remuneration Committee are:

- a) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a Policy, relating to the remuneration for the directors, Key Managerial Personnel and other employees;
- b) To identify persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- c) To evaluate performance of Directors, Key Managerial Personnel and senior management and formulate the appropriate performance benchmarks.
- d) To formulate appropriate remuneration policy having balance between fixed and incentive pay according to short term and long term performance objectives.

## **CLASSIC FILAMENTS LTD**

- e) To formulate specific remuneration packages for executive directors including pension rights and any compensation payment.

Any other matter as may be deemed necessary

Pursuant to Section 178(1) of the Companies Act, 2013, the Committee was renamed by the Board of Directors on 01.03.2015, as "Nomination and Remuneration Committee".

During the financial year 2014-15, 2 Committee meetings were held on 12.11.2014 and 19.02.2015.

As on 31.03.2015, the Committee comprises of two Independent Non-Executive Directors namely Mr. SubhashPatle & Mrs. Renu Singh. The Chairman of the Committee is Independent Director namely Mr. SubhashPatle.

### **iii. Stakeholders Relationship Committee:**

As on 31.03.2015, the Stakeholders Relationship Committee comprises of (2) two Independent Non-Executive Directors namely Mr. SubhashPatle and Mrs. Renu Singh and 1 (One) Executive Director namely Mr. Rajiv Ratansingh Jain.

During the year the nomenclature of the Committee has changed from 'Shareholders' & Investors Grievance Committee' to 'Stakeholders' Relationship Committee' in view of requirement of section 178 of the Companies Act, 2013.

As required by Clause 49 of the Listing Agreement, the Chairman of the Shareholders/Investors Grievance Committee is an Independent Non-Executive Director.

The Shareholders/Investors Grievance Committee functions with the objective of looking into redressal of Shareholders and Investors grievances relating to non-receipt of dividend, refund orders, shares sent for registration of transfer, Annual Report etc. During the period, the Committee met 4 times viz. 28.05.2014, 13.08.2014, 12.11.2014, and 13.02.2015. The details of attendance of the members in the meetings are as follows:

Name of the Member	Category	Status	No. of Meetings held	No. of Meetings attended
Mr SubhashPatle	Independent Non Executive Director	Chairman	4	4
Mr Rajiv Ratansingh Jain	Executive Director	Member	4	4
Mrs Renu Singh w.e.f.13.08.14	Independent Non Executive Director	Member	2	2

## **CLASSIC FILAMENTS LTD**

Mr Manendra Pratap Singh up to 13.08.14	Independent non-executive director	Member	2	2
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There were no complaints pending at the end of the financial year ended March 31, 2015.

#### **4. GENERAL BODY MEETINGS:**

The Location, date and time of General Meeting held during the last 3 years are given hereunder:

Financial Year	Date	Time	Location	No. of Special Resolution passed
Annual General Meetings:				
2014-15	29.09.14	03:00PM	M-14, Super Tex Towers, Ring Road, Surat	2
2013-14	07.09.13	11:30 AM	M-14, Super Tex Towers, Ring Road, Surat	1
2012-13	31/08/2012	11:30 AM	M-14, Super Tex Towers, Ring Road, Surat	1

- None of the items transacted at the last Annual General Meeting held on 29th September 2014 were required to be passed by postal ballot, nor any resolution requiring postal ballot is being proposed at the ensuing Annual General Meeting.

#### **5. DISCLOSURES:**

##### **(a) Materially significant related party transactions:**

During the period ended March 31<sup>st</sup>, 2015, there were no transactions of material nature with the Directors or the management or relatives that have potential conflict with the interest of the Company. The details of the transactions with the related parties are tabled before the audit committee on a quarterly basis. The registers of contracts containing the transactions in which the Directors are interested are placed regularly before the Board for their approval/signature.

##### **(b) Status of regulatory compliances:**

## **CLASSIC FILAMENTS LTD**

The Company has complied with the requirements of the Stock Exchanges/SEBI/and other Statutory Authorities on all matters related to capital markets during the last three years.

During the financial year, the Company complied with all the requisite compliances, except late submission of Data as per clause 31 of listing agreement.

### **(c) CEO/CFO Certification:**

The Managing Director (MD) and the Chief Finance Officer (CFO) have certified to the Board in accordance with Clause 49 (IX) of the Listing Agreement pertaining to CEO/CFO certification for the financial year ended 31<sup>st</sup> March, 2015, which is annexed separately in Annual Report.

### **(d) Accounting treatment in preparation of Financial Statements:**

In the preparation of financial statements, the Company has followed general guidelines of Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) read with Companies (Accounting Standards) Rules, 2006 including the amendments, if any.

### **(e) Insider Trading Code:**

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended, the Company has adopted a Code of Conduct for prohibition of insider trading. The Code is applicable to all Directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company.

### **(f) Disclosures on Risk Management:**

During the period under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures as required under Clause 49 of the Listing Agreement. The Company has framed the Risk Assessment and Minimization- Procedure which will be periodically reviewed by the Board.

### **(g) Reconciliation of Share Capital Audit:**

A qualified practicing Company Accountant carried out a Share Capital Audit to reconcile the total admitted equity share capital with the VSE and the total issued and listed equity share capital. The audit report confirms that the total issued /paid-up capital is in agreement with the total number of shares in physical form.

## **6. MEANS OF COMMUNICATION:**

## **CLASSIC FILAMENTS LTD**

The yearly/quarterly results were duly approved by the Board of Directors of the Company and the same has been submitted to all the concerned stock exchange(s) within the stipulated time. With regard to Annual Report of the Company containing inter-alia, Audited Financial Statements, Directors' Report, Report on Corporate Governance, Auditors Report and other important information is circulated to the members and others entitled thereto for each financial year.

The Investors' Complaints are also being processed through the centralized web base compliant redressal system. The salient features of SCORES are available in centralized data base of complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the action taken and current status of the Complaints.

### **7. VIGIL MECHANISM AND WHISTLE-BLOWER POLICY:**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and the revised clause 49 of the Listing Agreement, the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee.

### **8. GENERAL SHAREHOLDERS INFORMATION:**

#### **i. Annual General Meeting:**

Date : 28<sup>th</sup> September, 2015  
Time : 10:00 A.M  
Venue : M-28, Super Tex Towers, Ring Road, Surat

#### **ii. Financial Year:**

The Financial year of the Company is from 1<sup>st</sup> April to 31<sup>st</sup> March.

#### **iii. Book Closure:**

The dates of Book Closure are from Wednesday 23<sup>rd</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days inclusive).

#### **iv. Dividend Payment:**

The Board of Directors has not proposed any dividend for the current financial year.

#### **v. Listing on Stock Exchanges:**

At present, the equity shares of the Company are listed at VSE Limited.

## CLASSIC FILAMENTS LTD

**vi. Stock Code:**

Security Code : NA  
Scrip ID : NA  
ISIN : NA

**vii. Corporate Identification Number (CIN) of the Company:**

L17114GJ1990PLC013667

**viii. Market Price Data:**

The Company's shares had not been traded since long time.

**ix. Registrar and Share Transfer Agent: In House**

**x. Share Transfer System:**

The transfers of shares in physical form is processed and completed by the Company within a period of fifteen days from the date of receipt thereof provided all documents are in order.

**xi. Dematerialization of shares:**

As on 31.03.2015, None of the shares of the Company, are in demat form.

**xii. Distribution of shareholding as on 31<sup>st</sup> March, 2015:**

Share holding	No. of Shares		No. of holders		
	No. of Shares	Number	% to total	No. of holders	% of Share Holders
(1)	(2)	(3)	(4)	(5)	
Upto 500	78700	1.29	321	61.14	
501-1000	155600	2.54	177	33.71	
1001-2000	4500	0.07	3	0.57	
2001-3000	6000	0.10	2	0.38	
3001-4000	-	-	-	-	
4001-5000	5000	0.08	1	0.19	
5001-10000	10000	0.16	1	0.19	
10001 and above	5853550	95.76	20	3.82	
<i>TOTAL</i>	<i>6113350</i>	<i>100</i>	<i>525</i>	<i>100</i>	

## **CLASSIC FILAMENTS LTD**

### **xiii. Categories of Shareholders as on 31.03.2015:**

Category	No. of Shares	% of Shareholding
Promoters & Promoter Group	3390750	55.46
Banks & Financial Institutions	-	-
Foreign Institutional Investors	202000	3.30
Bodies Corporate	400000	6.54
Others	2120600	34.70
Total	6113350	100

### **xiv. Outstanding Number of ESOP/GDRs/ADRs/Warrants etc:**

The Company has not issued ESOP or any GDRs /ADRs /Warrants /Convertible instrument.

### **xv. Address for Correspondence:**

Any query on Annual Report:

Classic Filaments Ltd  
M-14, Kinnari Cinema  
OppKinnari Cinema  
Ring Road, Surat  
Phone: 0261 413700

### **xvii. Compliance Officer of the Company:**

Mr. JayantibHaiGaudani      9374729793  
Telephone                      0261 413700  
Fax nos.                         0261 413700  
Email ID                         [sharma\\_surat2000@yahoo.com](mailto:sharma_surat2000@yahoo.com)



# **CLASSIC FILAMENTS LTD**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **A. OVERALL REVIEW:**

The global economy began its modest recovery in FY 2014- 15. While the trend is expected to accelerate in the current year. Emerging markets like India faced multiple challenges capital outflows, intense exchange rate pressures and volatile current account movement. A combination of persistent inflation, fiscal imbalances, external sector vulnerabilities and low investments resulted in sluggish domestic demand growth. Fiscal and monetary initiatives taken by the Indian government and the Reserve Bank of India (RBI) helped stabilize financial market conditions, but the domestic macro-economic environment still remains challenging.

The overall performance of textile industry is badly affected due to lower realization both in export and domestic market. Disturbed power supply and skilled labor shortage in the region has worsened the position.

### **B. INDUSTRY STRUCTURE AND DEVELOPMENT:**

Raw material costs have been increasing globally, coupled with a shortage of skilled workers. While a shift is taking place of textiles industries from China and Bangladesh to India, the industrial climate in India has also become adverse due to regular increases in input costs. Any further appreciation of the Rupee will adversely affect exports from India.

The major sub-sectors that comprise the textiles sector include the following:

- Cotton/Man-Made Fibre Textiles Mill Industry
- The Man-Made Fibre/Filament Yarn Industry
- The Wool and Woolen Textiles Industry
- The Sericulture and Silk Textiles Industry
- The Handlooms Textiles Industry
- The Handicrafts Textiles Industry
- The Jute and Jute Textiles Industry
- The Textiles Exports

India's textiles and clothing industry is one of the mainstays of the national economy. It is also one of the largest contributing sectors of India's exports worldwide.

### **C. OPPORTUNITIES AND THREATS:**

There is good scope for growth for the textile industry as India's share in the global trade in textiles is weak compared to other countries. The free trade environment is a great opportunity for the Indian textile industry to increase its share in the global market. Chinese exports are slowing down on account of various factors inclusive of increase in domestic demand and rising costs. This is a good opportunity of which our textile industry should make use but smaller countries like Bangladesh, Sri Lanka, Pakistan, Turkey and Vietnam etc. are becoming formidable challengers.

Lack of uninterrupted power, increased power costs, higher transaction costs, high cost of labour are hindering the progress. However, we are making all out efforts to cope with all these challenges by continuous efforts at cost reduction, process improvements, diversification of products and improving productivity by improving efficiencies.

### **D. RISKS AND CONCERNS:**

## **CLASSIC FILAMENTS LTD**

The fluctuation in the currency especially against the dollar is becoming problematic for long term booking of orders. Cotton prices are increasing regularly as are other input costs including power and logistics. Natural Gas has become so much costlier that its use as a source of power has become prohibitive.

### **E. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has a well established framework of internal controls in all areas of its operations, including suitable monitoring procedures and competent and qualified personnel. In addition to statutory audit, the financial controls of the Company at various locations are reviewed by the Internal Auditors, who report their findings to the Audit Committee of the Board. The Audit Committee is headed by an Independent Director and this ensures independence of function and transparency of the process of supervision and oversight. The Committee meets to review the progress of the internal audit initiatives, significant audit observations and planning and implementation of follow up action required. The Company conducts its business with integrity and high standard of ethical behavior and in compliance with the laws and regulations that govern its business.

### **F. HUMAN RESOURCES POLICIES:**

Your Company considers its human resources as its most valuable assets, among all other assets of the Company. It has been the policy of the Company to actuate the talent by providing opportunities to develop themselves within the organization. The Company continued to have maintained very cordial & harmonious relations with its employees.

### **G. CAUTIONARY STATEMENT:**

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts.

The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

**By Order of the Board of Directors  
For Classic Filaments Ltd**

Date: 02.09.2015  
Place: Surat

**JayantiMadhubhaiGaudani**  
Managing Director  
DIN-03571671

# CLASSIC FILAMENTS LTD

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

## I. REGISTRATION & OTHER DETAILS:

1	CIN	L17114GJ1990PLC013667
2	Registration Date	24/04/1990
3	Name of the Company	CLASSIC FILAMENTS LTD
4	Category/Sub-category of the Company	Company limited by shares/ Indian non-government Company
5	Address of the Registered office & contact details	M-14, Super Tex Towers, Ring Road, Surat Tel: 0261413700 Email: sharma_surat2000@yahoo.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	In House

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wholeseller of Textiles	46411	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Not Applicable				

## IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year	No. of Shares held at the end of the year	% Change
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**CLASSIC FILAMENTS LTD**

	[As on 31-March-2014]				[As on 31-March-2015]				during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF		1,390,750	1,390,750	22.75%		1,390,750	1,390,750	22.75%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.		2,000,000	2,000,000	32.72%		2,000,000	2,000,000	32.72%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	-	3,390,750	3,390,750	55.46%	-	3,390,750	3,390,750	55.46%	0.00%
<b>(2) Foreign</b>									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	-	3,390,750	3,390,750	55.46%	-	3,390,750	3,390,750	55.46%	0.00%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FII's			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%

**CLASSIC FILAMENTS LTD**

<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian									
		400,000	400,000	6.54%		400000	400,000	6.54%	0.00%
ii) Overseas									
			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
		257,800	257,800	4.22%		257800	257,800	4.22%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
		1,862,800	1,862,800	30.47%		1862800	1,862,800	30.47%	0.00%
c) Others (specify)									
Non Resident Indians									
		202,000	202,000	3.30%		202000	202,000	3.30%	0.00%
Overseas Corporate Bodies									
			-	0.00%			-	0.00%	0.00%
Foreign Nationals									
			-	0.00%			-	0.00%	0.00%
Clearing Members									
			-	0.00%			-	0.00%	0.00%
Trusts									
			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R									
			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>									
	-	2,722,600	2,722,600	44.54%	-	2,722,600	2,722,600	44.54%	0.00%
<b>Total Public (B)</b>									
	-	2,722,600	2,722,600	44.54%	-	2,722,600	2,722,600	44.54%	0.00%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
			-	0.00%				0.00%	0.00%
<b>Grand Total (A+B+C)</b>									
	-	6,113,350	6,113,350	100.00%	-	6,113,350	6,113,350	100.00%	0.00%

**(ii) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Radhamohan Mittal	407,050	6.66%	0	407,050	6.66%	0	0.00%

**CLASSIC FILAMENTS LTD**

2	Renu Mittal	235,100	3.85%	0	235,100	3.85%	0	0.00%
3	Radhamohan Mittal HUF	88,400	1.45%	0	88,400	1.45%	0	0.00%
4	Ruchir Mittal	433,350	7.09%	0	433,350	7.09%	0	0.00%
5	Surbhi Mittal	226,850	3.71%	0	226,850	3.71%	0	0.00%
6	Classic Industries Ltd	500,000	8.18%	0	500,000	8.18%	0	0.00%
7	Real Gold Finance Ltd	800,000	13.09%	0	800,000	13.09%	0	0.00%
8	Brijraj Synthetics (I) Ltd	250,000	4.09%	0	250,000	4.09%	0	0.00%
9	Ideal Fibers (I) (P) Ltd	200,000	3.27%	0	200,000	3.27%	0	0.00%
10	Relaible Polyester (P) Ltd	250,000	4.09%	0	250,000	4.09%	0	0.00%
	Total	3,390,750	55.46%		3,390,750	55.46%		0.00%

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
						0.00%	
	At the end of the year				0.00%		0.00%

**(iv) Shareholding Pattern of top ten Shareholders**

*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Rainbow Resources Ltd						
	At the beginning of the year			400,000	6.54%	400,000	6.54%
	Changes during the year			-	0.00%	400,000	6.54%
	At the end of the year			400,000	6.54%	400,000	6.54%
2	Arvind Kumar Babulal						
	At the beginning of the year			386,600	6.32%	386,600	6.32%

**CLASSIC FILAMENTS LTD**

	Changes during the year				0.00%	386,600	6.32%
	At the end of the year			386,600	6.32%	386,600	6.32%

3	PravinkumarRampratap						
	At the beginning of the year			266,600	4.36%	266,600	4.36%
	Changes during the year	17/02/2015	Transfer	(2,600)	-0.04%	264,000	4.32%
	At the end of the year			264,000	4.32%	264,000	4.32%
4	Sanajy Kumar Rampratap						
	At the beginning of the year			266,600	4.36%	266,600	4.36%
	Changes during the year	17/02/2015	Transfer	(2,600)	-0.04%	264,000	4.32%
	At the end of the year			264,000	4.32%	264,000	4.32%

5	RampratapRadhaKrisshnan						
	At the beginning of the year			266,600	4.36%	266,600	4.36%
	Changes during the year	17/02/2015	Transfer	(2,600)	-0.04%	264,000	4.32%
	At the end of the year			264,000	4.32%	264,000	4.32%
6	NavinkrRampratap						
	At the beginning of the year			266,600	4.36%	266,600	4.36%
	Changes during the year	17/02/2015	Transfer	(2,600)	-0.04%	264,000	4.32%
	At the end of the year			264,000	4.32%	264,000	4.32%

7	KrishnaraniRampratap						
	At the beginning of the year			266,600	4.36%	266,600	4.36%
	Changes during the year	17/02/2015	Transfer	(2,600)	-0.04%	264,000	4.32%
	At the end of the year			264,000	4.32%	264,000	4.32%
8	Nord Asia Investments Ltd						
	At the beginning of the year			200,000	3.27%	200,000	3.27%
	Changes during the year				0.00%	200,000	3.27%
	At the end of the year			200,000	3.27%	200,000	3.27%

9	Dhanraj Swami						
	At the beginning of the year			120,000	1.96%	120,000	1.96%
	Changes during the year	17/02/2015	Transfer		-0.06%	116,200	1.90%

**CLASSIC FILAMENTS LTD**

				(3,800)			
	At the end of the year			116,200	1.90%	116,200	1.90%
10	Ramsankar Agarwal						
	At the beginning of the year			40,000	0.65%	40,000	0.65%
	Changes during the year			-	0.00%	40,000	0.65%
	At the end of the year			40,000	0.65%	40,000	0.65%

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Radhamohan Mittal						
	At the beginning of the year			407,050	6.66%	407,050	6.66%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			407,050	6.66%	407,050	6.66%
2	Renu Singh						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%

3	ManendraPratap Singh						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%
4	SubhashPatle						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%

5	Rajiv Ratansingh Jain						
	At the beginning of the year			-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year			-	0.00%	-	0.00%



**CLASSIC FILAMENTS LTD**

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**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	NIL		(Rs/Lac)

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors	Total Amount
	NIL		(Rs/Lac)

**CLASSIC FILAMENTS LTD**

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	NIL				(Rs/Lac)

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			<b>Not Applicable</b>		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

# **CLASSIC FILAMENTS LTD**

## **FORM NO. MR-3**

### **SECRETARIAL AUDIT REPORT**

For The Financial Year Ended On 31.03.2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

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To,

The Members

**Classic Filaments Limited**

**L17114GJ1990PLC013667**

**Surat, Gujarat**

+/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Classic Filaments Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the available books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - **As per information provided by the management, there are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.**

## CLASSIC FILAMENTS LTD

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **as per information provided by the management, there are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.**
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **as per information provided by the management, there are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.**
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.**
  - f) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable. The Company has not appointed Registrars to Issue and Share Transfer Agents and is carrying on the same in house.**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, - Not Applicable to the Company during the Audit period and - **There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.**
- (vi) As per information provided by the management and Board of directors of the company, other laws related to factory laws, labours laws or environmental laws are not applicable to company,

## CLASSIC FILAMENTS LTD

except local laws, which does not have any significant impact over the operation of company, hence not commented upon.

I/we have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India were not made mandatory by the Government of India during the period; **hence clauses of such standards are not made applicable and hence not commented upon.**
- (ii) The Listing Agreements entered into by the Company with Vadodara Stock Exchange(s) and Ahmedabad Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (i) There are no events occurred during the year which attracts provisions of these Act, Rules and Regulations and hence not applicable.

2. we further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. However complete copies of notices and agenda papers were not produced before us and hence, cannot be commented upon.
- (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. **However proof of dispatch of notice was not available for inspection.**
- (iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. However, copy of Minutes book were not updated and provided by the management. **The company is in the process of updating its secretarial records.**

3. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

## **CLASSIC FILAMENTS LTD**

4. We further report that during the audit period the company has not taken major steps or enter into events having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations and guidelines.

### **Our report of even date is to be read along with this letter:**

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. The Company is generally irregular in complying with Listing Agreement requirement and as per information provided by the management; the reason is that there is no trading activity by the company since long.

**For, JKPA & Associates  
Company Secretaries**

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**Prashant Kulshrestha  
Partner  
Mem. No.: 32693  
C.P. No.: 11986**

**Date: 01.09.2015  
Place: Surat**

# **CLASSIC FILAMENTS LTD**

## **CEO/CFO CERTIFICATION**

To,  
The Board of Directors,  
**Classic Filaments Ltd**

**We, Mr. Jayantibhai Gaudani, CFO and, Mr. Bharatbhai Patel MD of the Company do hereby certify that:**

1. We have reviewed the financial statement and the cash flow statements for the year and that to the best of our knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - b. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
  - a. There are no Significant changes in internal control over the financial reporting during the year;
  - b. There have been no Significant changes in accounting policies during the year which are required to be disclosed in the notes to the financial statements; and
  - c. There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

For Classic Filaments Ltd

Bharat Patel  
CFO  
DIN: 00249234

Date: 02.09.15  
Place: Surat

**CLASSIC FILAMENTS LTD**

**DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT**

I, JayantilalMadhubhaiGaudani, MD of the Company hereby declare that all Board members and Senior Management personnel have affirmed compliance with the code on an annual basis.

For Classic Filaments Ltd

JayantilalMadhubhaiGaudani  
Managing Director  
DIN: 03571671

Date: 02.09.15  
Place: Surat



# **CLASSIC FILAMENTS LTD**

**To the members of Classic Filaments Ltd**

## **Report on the Financial Statement**

We have audited the accompanying financial statement of **Classic Filaments Ltd (“the Company”)**, which comprise the Balance Sheet as at March 31, 2015, and the statement of Profit & Loss and Cash Flow Statement for the year ended, and the summary of significant accounting policies and other explanatory information.

## **Management’s Responsibility for the Financial Statement**

The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (‘the act’) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including Accounting Standards specified under section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditors’s Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder. We conducted our audit in accordance with the standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company’s management and Board of Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fare view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
  - (b) In the case of Profit & Loss Account, of the profit of the Company for the year ended on that date;
- and

## **CLASSIC FILAMENTS LTD**

(c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and regulatory Requirements

1. As required by required by the Companies (Auditor's Report) Order,2015 ("the Order") issued by Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 & 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our Audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement dealt with this report are in agreement with the books of Accounts;
  - (d) In our opinion, Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
  - (e) On the basis of written representation received from the directors as on March 31, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as the directors in terms of Section 164(2) of the Act;
  - (f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014:
    1. The Company does not have any pending litigation which would impact its financial position.
    2. The company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
    3. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund. The question of delay in transferring such sums does not arise.

FOR C.P.Jaria & Co  
Chartered Accountants

(C.P.Jaria)  
M.No.030817  
F.No.104058W  
PLACE : Surat  
DATE : 29/05/2015

## **CLASSIC FILAMENTS LTD**

**Annexure referred to in paragraph 1 of our report of even date to the members of Classic Filaments Ltd on the accounts of the company for the year ended 31.03.15**

**On the basis of such checks as we considered appropriate and accordingly to the information and explanations given to us during the course of our audit, we report that:**

1. The company has maintained proper records showing full particulars including quantitative details and location of all its fixed assets. During the year the management has physically verified all the fixed assets and no material discrepancies have been noticed on such verification. During the year, the company has disposed off substantial part of its fixed assets.
2. As informed to us the inventory has been physically verified by the management during the year, In our opinion, the frequency of such verification is reasonable. In our opinion the procedure for physical verification of inventory followed by management are reasonable and adequate to the size of the company and nature of its business. The company has maintained proper records of inventory. The discrepancies noticed if any on physical verification between physical stocks and book records were not material in relation to the operations of the company and have been properly dealt with in the books of account.
3. The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to the purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.
6. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
7. (a) According to the information and explanations given to us and on basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including Provident fund, Employee's state insurance, Income Tax, sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and other statutory dues as applicable, with the appropriate authorities in India;

## **CLASSIC FILAMENTS LTD**

(b) According to information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth tax, Service Tax, Sales tax, Custom Duty and excise duty which have not been deposited on account of any disputes;

(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund. The question of reporting delay in transferring such sums does not arise.

8. The Company does not have accumulated losses exceeding 50% of its net worth and it has not incurred cash losses during the financial covered by our audit and in the immediately preceding financial year.
9. Based on our audit procedure and on the information and explanations given by the management, we are of the opinion that the company has not availed any loans from any financial institution or banks and has not issued debentures during the year.
10. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank and financial institutions during the year.
11. According to the information and explanations given to us, the company had not raised any term loan during the year.
12. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the period.

FOR C.P.Jaria & Co  
Chartered Accountants

(C.P.Jaria)  
M.No.030817  
FRN 104058W  
PLACE : Surat.  
DATE : 29/05/15

**CLASSIC FILAMENTS LTD**

**AUDITOR'S' STATEMENT ON CASH FLOW STATEMENT**

To,  
The Members,  
CLASSIC FILAMENTS LTD  
M-14, Super Tex Towers  
Ring Road  
Surat

We have audited the Cash Flow Statement of Classic Filaments Ltd as at 31<sup>st</sup> March 2015. This financial statement is responsibility of the Company's Management. Our responsibility is to express an opinion on this financial statement based on our audit.

In our opinion and best of our information and according to the explanation give to us, the said Cash Flow Statement read together with the Significant Accounting Policies and other requirement thereon give the information required by the Listing Agreement entered into with the Stock Exchanges, in the manner so required, and present a true and fair view, in our conformity with the accounting principles generally accepted in India; in so far as it relates to the cash flow of the Company for the year ended on that date

For C.P.Jaria & Co  
*Chartered Accountants*

Place: Surat  
Date: 29.05.2015

C.P.Jaria  
Partner  
M.No No. 030817  
FRN 104058W

## **CLASSIC FILAMENTS LTD**

### **AUDITORS' REPORT ON CORPORATE GOVERNANCE**

To,  
The Member  
CLASSIC FILAMENTS LTD  
M-14, Super Tex Towers  
Ring Road  
Surat

We have examined the Compliance of conditions of Corporate Governance by Classic Filaments Ltd, for the year ended 31<sup>st</sup> March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s)

The Compliance of Conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management. We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no Investor Grievances were pending for a period of more than 30 day against the Company as per records maintained by the Shareholders/Investors Governance Committed of the Company.

We further state that such Compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For C.P.Jaria & Co  
*Chartered Accountants*

Place: Surat  
Date: 29.05.2015

C.P.Jaria  
Partner  
M.No No. 030817  
FRN 104058W

# CLASSIC FILAMENTS LTD

## Balance Sheet as at 31/03/2015

PARTICULARS	NOTE	CURRENT YEAR	PRE. YEAR
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Fund</b>			
(a) Share Capital	1	43,325,620	43,325,620
(b) Reserves and Surplus	2	5,125,465	5,067,362
(c) Money received against share warrants		0	0
<b>(2) Share Application money pending allotment</b>			
		0	0
<b>(3) Non-current Liabilities</b>			
(a) Long-Term Borrowings		0	0
(b) Deferred tax liabilities (Net)		0	0
(c) Other Long term liabilities		0	0
(d) Long term provisions		0	0
<b>(4) Current Liabilities</b>			
(a) Short Term borrowings		0	0
(b) Trade Payables	3	21,174,885	0
(c) Other current Borrowings		0	0
(d) Short-term Provisions	4	52,401	16,020
Total		<u>69,678,371</u>	<u>48,409,002</u>
<b>II.ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	5	46,331	467,208
(ii) Intangible Assets		0	0
(iii) Capital work-in-progress		0	0
(iv) Intangible assets under development		0	0
(b) Non-Current Investments	6	32,500,000	27,041,500
(c) Deferred tax Assets (Net)		0	0
(d) Long Term loans and advances	7	9,250,762	17,046,902
(e) Other non-current assets	8	278,644	278,644
<b>(2) Current Assets</b>			
(a) Current Investments		0	0
(b) Inventories		0	0
(c) Trade receivables	9	23,460,502	1,869,666
(d) Cash & Cash equivalents	10	4,142,132	1,679,078
(e) Short term loans & advances		0	0
(f) Other Current Assets	11	0	26,004
Total		<u>69,678,371</u>	<u>48,409,002</u>

AS PER OUR REPORT OF EVEN DATE  
FOR C.P.JARIA & CO  
CHARTERED ACCOUNTANTS

(C.P.JARIA)  
PARTNER  
M.NO 030817  
PLACE : SURAT  
DATE :29/05/15

FOR CLASSIC FILAMENTS LTD

M. DIRECTOR-Jayantibhai Gaudani  
DIN: 03571671

Director Manendra Singh  
DIN: 01211097

DIRECTOR-CFO Bharat Patel  
DIN: 00249234

**CLASSIC FILAMENTS LTD**

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31/3/2015

PARTICULARS	NOTE	CURRENT YEAR	PRE YEAR
I. Revenue from operations	12	21,590,836	271,278
II. Other Income		0	0
<b>III. Total Revenue (I + II)</b>		<b>21,590,836</b>	<b>271,278</b>
IV. Expenses			
Cost of Material Consumed		0	0
Purchase of Stock-in-trade		21,174,885	232,112
Changes in inventories of finished goods, work-in progress and stock-in trade		0	0
Employee benefit Expenses	13	154,120	0
Finance costs		0	0
Other expenses	14	155,905	34,244
<b>IV.Total Expenses</b>		<b>21,484,910</b>	<b>266,356</b>
V. Profit before exceptional and extraordinary items & Tax	(III-IV)	105,926	4,922
VI. Exceptional Items		0	0
VII. Profit before extraordinary items & Tax	(V-VI)	105,926	4,922
VIII. Extraordinary items			0
IX. Profit before tax	(VII_VIII)	105,926	4,922
X. Tax Expenses			
(1) Current Tax		22,401	1,520
(2) Deferred Tax		0	0
XI. Profit(loss) from the period from continuing operations after tax	(VII-VIII)	83,525	3,402
XII. Profit(loss) from discontinuing operations		0	0
XIII. Tax expenses of discontinuing operations		0	0
XIV. Profit(loss) from discontinuing operations after tax	(XII-XIII)	0	0
XV. Profit(loss) for the period	(XI+XIV)	83,525	3,402
XVI. Earning per equity share			
(1) Basic		0.01	0.00
(2) Diluted		0.01	0.00

AS PER OUR REPORT OF EVEN DATE  
FOR C.P.JARIA & CO  
CHARTERED ACCOUNTANTS

FOR CLASSIC FILAMENTS LTD

M. DIRECTOR-Jayantibhai Gaudani  
DIN: 03571671

(C.P.JARIA)  
PARTNER  
M.NO 030817  
PLACE : SURAT  
DATE :29/05/15

Director Manendra Singh  
DIN: 01211097

DIRECTOR-CFO Bharat Patel  
DIN: 00249234



## CLASSIC FILAMENTS LTD

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31 MARCH 2015</b>			
Particulars	Year Ended		
	31-Mar-15	31-Mar-14	
<b>A. CASH FLOW FROM OPERATING ACTIVITY</b>			
Profit before Taxation	105926	4922	
Adjustment for:			
Loss on sale of Assets	20877	0	
Operating Profit before working capital changes	<b>126803</b>	<b>4922</b>	
<b>Changes in working capital :-</b>			
Increase/(Decrease) in trade payables	21174885	0	
Increase/(Decrease) in other current liabilities	0	0	
Increase/(Decrease) in short term provision	15500	(2074)	
Increase/(Decrease) in other Long-term borrowings	0	0	
Increase/(Decrease) in other short-term borrowings	0	0	
(Increase)/Decrease in trade receivables	(21590836)	0	
(Increase)/Decrease in inventories	0	0	
(Increase)/Decrease in other Assets	0	0	
(Increase)/Decrease in Long Term loans and advances	7796140	57700	
(Increase)/Decrease in Short Term loans and advances	0	0	
Increase/(Decrease) in Deferred tax	0	0	
Increase/(Decrease) in last year provision	0	0	
	<b>7395689</b>	<b>55626</b>	
Cash generated from Operations	<b>7522492</b>	<b>60548</b>	
Less:- Taxes paid (For previous year)	938	143	
<b>Net Cash generated from operations before extraordinary items</b>	<b>7521554</b>	<b>60405</b>	
Extraordinary items	0	0	
<b>Net Cash generated from operating activities</b>	<b>( A )</b>	<b>7521554</b>	<b>60405</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITY</b>			
Fixed Asset (Purchased) Sold	400000	0	
<b>Net Cash generated from Investing activities</b>	<b>( B )</b>	<b>400000</b>	<b>0</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITY</b>			
(Increase)/ Decrease Investments	(5458500)	0	
Share capital	0	0	
<b>Net Cash generated from Financing activities</b>	<b>( C )</b>	<b>(5458500)</b>	<b>0</b>
<b>Net Increase/(Decrease) in cash and cash equivalents (A+B+C)</b>	<b>2463054</b>	<b>60405</b>	
<b>CASH &amp; CASH EQUIVALENTS, AT THE BEGINNING OF YEAR</b>	1679078	1618673	
<b>CASH &amp; CASH EQUIVALENTS, AT THE END OF YEAR</b>	<b>4142132</b>	<b>1679078</b>	
Note:			
The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (AS) - 3 on "Cash Flow Statements".			
As per our report of even date attached		For Classic Filaments Ltd	
For C. P. JARIA & CO			
Chartered Accountants			
C.P.Jaria		Director	
Partner		Manendra Singh	
M.No 030817		DIN:01211097	
FRN:104058W			
Place:Surat		Managing Director	
Date: 29/05/2015		Director-CFO	
		Bharat Patel	
		DIN:00249234	
		Jayantibhai Gaudani	
		DIN: 03571671	

## CLASSIC FILAMENTS LTD

### NOTES TO BALANCE SHEET & PROFIT & LOSS STATEMENT

PARTICULARS	CURRENT YEAR	PRE YEAR
<b>NOTE-1</b>		
<u>SHARE CAPITAL</u>		
<u>AUTHORISED SHARE CAPITAL</u>		
7500000 EQUITY SHARES OF RS.10/-EACH	75,000,000	75,000,000
	75,000,000	75,000,000
<u>ISSUED, SUBSCRIBED AND FULLY PAID UP</u>		
3738966 EQUITY SHARES OF RS 10/- EACH	37,389,660	37,389,660
<u>ISSUED, SUBSCRIBED AND NOT FULLY PAID UP</u>		
2374384 EQUITY SHARES OF RS 10/- EACH NOT FULLY PAID	5,935,960	5,935,960
	43,325,620	43,325,620

NOTE-1A RECONCILIATION OF SHARES OUTSTANDING	EQUITY (NUMBER)	PREFERENCE NUMBER
SHARES OUTSTANDING AT THE BEGGINNING OF YEAR	6,113,350	0
SHARES ISSUED DRING THE YEAR	0	0
SHARES BOUGHT BACK DURING THE YEAR	0	0
SHARES OUTSTANDING AT THE END OF YEAR	6,113,350	0

NOTE-1B SHAREHOLDER HOLDING FOR THAN 5% SHARES	%	NO OF SHARES	NO OF SHARES
RADHAMOHAN MITTAL	6.66	407,050	407,050
RUCHIR MITTAL	7.08	433,350	433,350
CLASSIC INDUSTRIES LTD	8.18	500,000	500,000
REAL GOLD FINANCE LTD	13.09	800,000	800,000
ARVIND KUMAR BABULAL	6.32	386,600	386,600
RAINBOW RESOURCES LTD	6.54	400,000	400,000

THE COMPANY HAS ONE CLASS OF EQUITY SHARES HAVING A PAR VALUE OF RS.10/- PER SHARE. EACH SHAREHOLDER IS ELIGIBLE FOR ONE VOTE PER SHARE HELD  
NO SHARES WERE BOUGHT BACK FOR LAST FIVE YEARS  
THERE IS NO UNPAID CALL ON SHARES FROM DIRECTORS AND OFFICERS

#### **EQUITY SHARES OF RS.10/-WERE ALLOTTED UPON CONVERSION OF CCP OF RS 20/- ON 31.03.10**

NAME OF SHARE HOLDERS	NO OF SHARES
Radha Mohan Mittal	90,750
Classic Industries Ltd	400000
Real Gold Finance Ltd	400000
Brijraj Synthetics (I) Ltd	150000
Ideal Fibers (I) Pvt Ltd	100000
Reliable Polyester Pvt Ltd	150000
	1,290,750

#### **NOTE-2**

##### RESERVES & SURPLUS

A.CAPITAL REDEMPTION RESERVE		
OPENING BALANCE	0	0
ADD:CURRENT YEAR TRANSFER	0	0
LESS: WRITTEN BACK IN CURRENT YEAR	0	0
CLOSING BALANCE	0	0

## CLASSIC FILAMENTS LTD

### B. SHARES PREMIUM ACCOUNT

OPENING BALANCE	8,709,060	8,709,060
ADD: PREMIUM CREDITED	0	0
LESS: PREMIUM UTILIZED	0	0
CLOSING BALANCE	8,709,060	8,709,060

### C. GENERAL RESERVES

OPENING BALANCE	0	0
ADD: CURRENT YEAR TRANSFER	0	0
LESS: WRITTEN BACK IN CURRENT YEAR	0	0
CLOSING BALANCE	0	0

### D. RESERVE FUND

OPENING BALANCE	6,011,674	6,011,674
ADD: CURRENT YEAR TRANSFER	0	0
LESS: WRITTEN BACK IN CURRENT YEAR	0	0
CLOSING BALANCE	6,011,674	6,011,674

### E. PROFIT & LOSS A/C

OPENING BALANCE	(9,653,372)	(9,658,151)
ADD: CURRENT YEAR PROFIT/(LOSS)	83,525	3,402
ADD: OLD PROVISION W/OFF	26,004	
LESS: WRITTEN BACK IN CURRENT YEAR	582	1,377
CLOSING BALANCE	(9,595,269)	(9,653,372)

TOTAL	5,125,465	5,067,362
-------	-----------	-----------

### **NOTE-3**

#### TRADE PAYABLES

SUNDRY CREDITORS	21,174,885	0
	21,174,885	0

### **NOTE-4**

#### SHORT TERM PROVISIONS

PROVISION FOR TAX	22,401	1,520
PROVISIONS FOR EXPENSES	30,000	14,500
	52,401	16,020

### **NOTE-6**

#### NON-CURRENT INVESTMENTS (UNQUOTED)

INVESTMENTS IN SHARES	32,500,000	27,041,500
	32,500,000	27,041,500

ALL THE INVESTMENTS ARE STATED AT COST

### **NOTE-7**

#### LONG TERM LOANS & ADVANCES

#### OTHER ADVANCES

UNSECURED	8,815,762	16,611,902
VADODRA STOCK EXCHANGE	435,000	435,000
	9,250,762	17,046,902

## CLASSIC FILAMENTS LTD

**NOTE-8**

OTHER NON-CURRENT ASSETS

PRELIMINARY EXPS NOT WRITTEN OFF	278,644	278,644
	278,644	278,644

**NOTE-9**

TRADE RECEIVABLES

OTHER DEBTORS	21,590,836	0
EXCEEDING SIX MONTHS UNSECURED	1,869,666	1,869,666
	23,460,502	1,869,666

**NOTE-10**

CASH & CASH EQUIVALENTS

CASH IN HAND	3,022,619	1,142,177
BANK BALANCE IN CURRENT A/C WITH SCHEDULE BANK	1,119,513	536,901
	4,142,132	1,679,078

**NOTE-11**

OTHER CURRENT ASSETS

TDS RECEIVABLE	0	26,004
	0	26,004

**NOTE-12**

REVENUE FROM OPERATIONS

SALES OF TRADED GOODS	21,590,836	271,278
	21,590,836	271,278

**NOTE-10**

EMPLOYEE BENEFIT EXPENSES

SALARY	154,120	0
	154,120	0

**NOTE-11**

OTHER EXPENSES

LEGAL EXPS	15,000	7,000
AUDIT FEES	15,000	7,500
LOSS ON SALE OF ASSETS	20,877	0
BANK CHARGES	1,526	2,863
OFFICE EXPS	103,502	16,881
	155,905	34,244

**NOTE -5 F I X E D A S S E T S :**

STATEMENT OF DEPRECIATION FOR THE YEAR ENDED ON 31.03.2015 (AS PER THE COMPANIES ACT)

SR. NO.	PARTICULARS	GROSS BLOCK			DEPRICIATION			NET BLOCK	
		AS ON 01.04.14	ADD/DEL DURING THE YEAR	TOTAL AS ON 31.03.15	AS ON 01.04.14	DURING THE YEAR	TOTAL AS ON 31.03.15	AS ON 31.03.15	AS ON 01.04.14
1	LAND	46331	0	46331	0	0	0	46331	46331
2	OFFICE EQUIPMENTS	123000	(123000)	0	109175	(109175)	0	0	13825
3	PLANT & MACHINERY	5757620	(5757620)	0	5431040	(5431040)	0	0	326580
4	FURNITURE & FIXTURE	152793	(152793)	0	129280	(129280)	0	0	23513
5	VECHILES	270473	(270473)	0	222532	(222532)	0	0	47941
6	COMPUTER	52500	(52500)	0	43482	(43482)	0	0	9018
			0						
	<b>TOTAL</b>	<b>6402717</b>	<b>(6356386)</b>	<b>46331</b>	<b>5935509</b>	<b>(5935509)</b>	<b>0</b>	<b>46331</b>	<b>467208</b>
	PREVIOUS YEAR	6402717	0	6402717	5935509	0	5935509	467208	467208

NO IMPAIRMENT/REVALATION WERE DONE IN LAST FIVE YEARS

## **CLASSIC FILAMENTS LTD**

Notes-. SIGNIFICANT ACCOUNTING POLICIES :

1. GENERAL

The Financial Statements have generally been prepared on the historical cost convention. Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principles.

2. BASIS OF ACCOUNTING

The company follows the mercantile system of accounting generally except otherwise stated herein below, if so.

3. FIXED ASSETS

Fixed assets are stated at cost of less accumulated depreciation. No Depreciation has been provided during the year under consideration.

4. INVESTMENTS

Investments are stated at cost.

5. INVENTORIES

The company is not having any type of inventory.

6. REVENUE AND EXPENDITURE RECOGNITION

Revenue is recognized and expenditure is accounted for on their accrual except insurance claim, claims in respect of material purchased and sold which are accounted for on cash basis.

7. DEFER TAX

The Deferred tax is recognized for all temporary differences subject to the consideration of prudence and at currently available rates. Deferred Tax assets are recognized only if there is virtual certainty that they will be realized.

8. FOREIGN CURRENCY TRANSACTION

There is no such transaction during the year.

9. CONTINGENT LIABILITIES

There is no any contingent liability.

10. TRADE RECEIVABLE AND PAYABLE

Balances of trade payable and receivable are subject to confirmation, reconciliation and consequential adjustments, if any.

11. RELATED PARTY TRANSACTIONS

There were no transaction between related concern/parties.

12. Employees Benefit Expenses

Particulars	Current Year	Previous Year
Salary Paid	154120	Nil

13. Details of Payment to Auditors

Particulars	Current Year	Previous Year
As Auditor	15000	7500

14. There is no amount due to Micro & Small Enterprises.

15. Figures of the previous year have been regrouped/re-cast wherever necessary.

**CLASSIC FILAMENTS LTD**

**ATTENDANCE SLIP**

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall

I/We hereby record my/our presence at the **25th ANNUAL GENERAL MEETING** of the Company to be held on Wednesday 28/09/15 at M-28, Super Tex Towers, Ring Road, Surat at 10.00 am.

Folio No.: \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting. Authorized Representatives are requested to show proper authorization issued in their favour.
3. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

**CLASSIC FILAMENTS LTD**

Form No. MGT-11

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): \_\_\_\_\_  
Registered address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Folio No. / Client ID No.: \_\_\_\_\_  
DP ID No.: \_\_\_\_\_

I/We, being the Member(s) of \_\_\_\_\_ Shares of the above named company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him / her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

**CLASSIC FILAMENTS LTD**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on 28/09/15 at 11.00 a.m. at M-14, Super Tex Towers, Ring Road, Surat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions		
		For	Against
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2015.		
2	Appointment of Auditors		
3	Appoint a director in place of Mr.Rajiv Ratansingh Jain & Mr ManendraPratap Singh, who retires by rotation and being eligible, seeks for reappointment.		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2015

AFFIX  
REVENUE  
STAMP

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**1) Note:**

- 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 Meeting.
- 2) Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.



**CLASSIC FILAMENTS LTD**

Form No. SH-13

**Nomination Form**

**[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies  
(Share Capital and Debentures) Rules, 2014].**

To,  
**Classic Filaments Ltd**  
M-14, Super Tex Towers  
Ring Road  
Surat

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE(S) —

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail id:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- a) Date of birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the Security Holder (s): \_\_\_\_\_

Signature: \_\_\_\_\_

Witness with name and address: \_\_\_\_\_

**CLASSIC FILAMENTS LTD**

**25th ANNUAL GENERAL MEETING  
ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS**

1. Name(s) & Registered Address :  
of the sole / first named  
Member
2. Name(s) of the Joint-Holder(s) :  
If any
3. Registered Folio No. /  
DP ID No & Client ID No. :  
[Applicable to Members holding shares in dematerialized form]
4. Number of Shares(s) held :
5. I/ We, hereby exercise my/our vote in respect of Ordinary/ Special resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

Resolution No	Resolutions		
	<b>Ordinary Business</b>	For	Against
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2015.		
2	Appointment of Auditors		
3	Appoint a director in place of Mr.Rajiv Ratansingh Jain & Mr ManendraPratap Singh, who retires by rotation and being eligible, seeks for reappointment.		

Place:

Date:

\_\_\_\_\_  
Signature of the Member

Or

Authorised Representative

**Notes:**

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Last date for receipt of Assent/ Dissent Form: September 28, 2015 (5.00 pm IST)
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

**General Instructions**

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through

## **CLASSIC FILAMENTS LTD**

physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.

2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on 02/09/15.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

### **Instructions for voting physically on Assent / Dissent Form**

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 pm on September 29, 2015. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (v) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.