

**HI-KLASS TRADING
& INVESTMENT LTD.**

**ANNUAL REPORT
2014-2015**

REGISTERED OFFICE:

12-B, Haji Habib Bldg., 2nd Floor,
Dr. B. Ambedkar Road,
Opp. Fire Brigade,
Dadar, Mumbai – 400 014
Maharashtra, INDIA.

Hi-Klass Trading and Investment Limited

Managing Director

Mr. Suresh Tarachand Jain

Executive Directors

Mr. Pravin Kesharchand Chopda

Mr. Vimal Shantilal Patangia

Non Executive Directors

Ms. Anupama Nathalal Shah

Mr. Prakash Shree Gupta

Mr. Pravin Prakash Rane

Bankers to the Company

Indian Overseas Bank

Fort Branch, 2/10 Elphinstone Building,

V. N. Road, Fort, Mumbai- 400 023

Auditors:

M/s R. R. Gawande & Co.,

Chartered Accountants

Mumbai

Registrar and Share Transfer Agents

Purva Share Registry (India) Private Limited,

Unit No. 9, Shiv Shakti Industrial Estate,

J.P. Boricha Marg, Opp. Kasturba Hospital Lane,

Lower Parel (East),

Mumbai- 400 011

Registered Office:

12/B, Haji Habib Building,

2nd Floor, Dr. B Ambedkar Road,

Opp Fire Brigade,

Dadar East,

Mumbai- 400 014

NOTICE

Notice is hereby given that the Twenty-Second Annual General Meeting of the Members of M/s Hi-Klass Trading & Investment Limited will be held on Wednesday, 30th September, 2015, at the registered Office of the Company situated at 12-B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014, at 9.00 a.m. to transact with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Accounts of the company for the year ended 31st March 2015 and report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Pravin Kesharchand Chopda who retires by rotation and being eligible, offered for re-appointment.
3. To re-appoint auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the 23rd AGM and fix their remuneration and to pass the following resolution thereof.

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

"RESOLVED THAT pursuant of provision of section 139 of the Companies Act, 2013 and Rule 6 of the Companies (Audit and Auditors) Rules, 2014, pursuant to recommendation of the Audit Committee M/s R.R. Gawande & Co. Chartered Accountants, (FRN 123762W) be and are hereby reappointed as Auditors of the Company to hold the office from this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration as may be determined by the Audit Committee in consultation with the Auditors.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to provisions of Section 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of shareholders, Mr. Prakash Shree Gupta (DIN: 07225056), be and is hereby appointed as an Non-Executive Independent Director of the Company w.e.f. 30th March, 2015 and He shall hold the office for a term not exceeding 5 (five) consecutive years to hold office from the date of his appointment till the conclusion of 26th AGM of the Company and who shall not be liable to retire by rotation.

5. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to provisions of Section 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of shareholders, **Ms. Anupama Nathalal Shah (DIN: 07225051)**, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30th March, 2015 and She shall hold the office for a term not exceeding 5 (five) consecutive years to hold office from the date of his appointment till the conclusion of 26th AGM of the Company and who shall not be liable to retire by rotation.

6. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to provisions of Section 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of shareholders, **Mr. Pravin Prakash Rane (DIN: 07225060)**, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30th March, 2015 and He shall hold the office for a term not exceeding 5 (five) consecutive years to hold office from the date of his appointment till the conclusion of 26th AGM of the Company and who shall not be liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary proper to expedient to give effect to this resolution.

Place: Mumbai

Date: 25.08.2015

For and on behalf of the Board of Directors

Suresh Tarachand Jain
Managing Director
DIN- 01142300

Notes:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Pravin Kesharchand Chopda (DIN 00648495), Director, retires by rotation at the Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company commend his reappointment. Brief resume of Pravin Kesharchand Chopda who is proposed to be reappointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed hereto.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Members and Share Transfer Books will remain closed from September 23, 2015 to September 30, 2015 (both days inclusive).
11. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents, Purva Share Registry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J.P. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai- 400 011 Contact Person: Mr. V. B. Shah, Tel No: 022-23010771
12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
13. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Registrar and Transfer Agent of the Company for doing their needful.

14. Members are requested to notify change in address, if any, immediately to Registrar and Transfer Agent of the Company quoting their folio numbers.

15. Copies of the Annual Report 2015 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by the permitted mode.

16. The Notice of the 22nd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

17. Members may also note that the Notice of the 22nd AGM and the Annual Report 2015 will be available at the registered office of the company. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e communication, or have any other queries, may write to us at: st.jain999@gmail.com.

18. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment/re-appointment at the AGM are furnished and forms a part of the Notice. The Directors have furnished the requisite consents /declarations for their appointment/reappointment.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

20. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.

21. Voting through electronic means Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is offering e-voting facility to its members in respect of the businesses to be transacted at the Annual General Meeting scheduled to be held on Wednesday, September 30, 2015 at 10.00 a.m. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting.

Please read the instructions given overleaf before exercising the vote. This communication forms an integral part of the notice dated 25th August 2015 for the Annual General Meeting.

22. Instructions for E-voting in the Annual General Meeting In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" viz Hi-Klass Trading and Investment Ltd. from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> viz. Hi-Klass Trading and Investment Ltd. on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.

• Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

• They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

• After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

• The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

• They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on Saturday, 26th September, 2015 at 10.00 am IST and ends on Monday, 28th September, 2015 at 06.00 pm IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24/09/2015, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

22. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 25th August, 2015.

23. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on Monday, 24th August, 2015.

24. The Shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of Tuesday, 25th August, 2015. The facility of e-voting would be provided once for every folio/client ID, irrespective of the number of joint holders.

25. MAYUR MORE (Membership No ACS 35249 CP No. 13104) Proprietor of MAYUR MORE & ASSOCIATES, a Practicing Company Secretary, has been appointed as a Scrutinizer for the e-voting process.

26. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

27. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available at the registered office of the Company, and on the website of CDSL, within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Ahmedabad Stock Exchange Limited and Pune Stock Exchange Limited.

Shri. Pravin Kesharchand Chopda is having vast experience of business in field of Accounts & Finance.

Shri. Pravin Kesharchand Chopda is not disqualified from being appointed as a Director in terms of Section 152 of the Companies Act, 2013 and has given his consent to act as an Executive Director.

In the opinion of the Board, Shri. Pravin Kesharchand Chopda ful fills the conditions for his appointment as an Executive Director.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Name of the Director	Mr. Pravin Kesharchand Chopda
Date of Birth	24.12.1968
Relationship with other director inter-se	None
Date of Appointment	26/08/2004
Expertise in specific functional area	vast experience of business in field of Accounts & Finance
Qualification	B.com
No of Equity Shares held in the Company	100,000
Directorship in other Indian Public Limited Company	None
Chairman/Membership of Committees in other Indian Public Limited Companies as on 31 st March, 2015	None

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Company has received from Mr. Prakash Shree Gupta, consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from 01.04.2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board by way of their resolution dated 30th March, 2015 appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Prakash Shree Gupta as an Independent Non Executive Directors of the Company within the meaning of Section 2 (47) read with Section 149(6) of the Companies Act, 2013 for a term of not exceeding 5 (Five) consecutive years to hold office from the date of his appointment till the conclusion of 26th (Twenty Six) AGM of the Company and who shall not be liable to retire by rotation.

The Company has also received declaration from Mr. Prakash Shree Gupta that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board Mr. Prakash Shree Gupta fulfill the conditions for appointment as an Independent Director as specified in the Companies Act, 2013

Item No. 5

In order to comply with the provision of Section 149(1) of the Companies Act, 2013 read with Listing Agreement, which requires every Public Company having Turnover exceeding '300 Crore to have Woman Director on the Board of the Company by 31st March, 2015, the Board of Directors appointed Ms. Anupama Nathalal Shah as Independent Non Executive Director of the Company wef 30th March, 2015 pursuant to the provisions of the Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Ms. Anupama Nathalal Shah will hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received from Ms. Anupama Nathalal Shah, consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from 01.04.2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and

Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board by way of their circular resolution dated 30th March, 2015 appointed (subject to the approval of the members at the ensuing General Meeting), Ms. Anupama Nathalal Shah as an Independent Directors of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term not exceeding 5 (Five) consecutive years to hold office from the date of her appointment till the conclusion of 26th (Twenty Six) AGM of the Company and who shall not be liable to retire by rotation.

The Company has also received declaration from Ms. Anupama Nathalal Shah that she meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board Ms. Anupama Nathalal Shah, fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013.

Accordingly, the Board of Directors seek the approval of shareholders for the appointment of Ms. Anupama Nathalal Shah as an Independent Director of the Company by passing Ordinary Resolution.

Copy of the draft letter for appointment of Ms. Anupama Nathalal Shah as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. Detailed credential of Ms. Anupama Nathalal Shah is given in the Corporate Governance Report attached to the Annual Report of the Company.

Save and except Ms. Anupama Nathalal Shah, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6

The Company has received from Mr. Pravin Prakash Rane, consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from 01.04.2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board by way of their resolution dated 30th March, 2015 appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Pravin Prakash Rane as an Independent Non Executive Directors of the Company within the meaning of Section 2 (47) read with Section 149(6) of the Companies Act, 2013 for a term of not exceeding 5 (Five) consecutive years to hold office from the date of his appointment till the conclusion of 26th (Twenty Six) AGM of the Company and who shall not be liable to retire by rotation.

The Company has also received declaration from Mr. Pravin Prakash Rane that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board Mr. Pravin Prakash Rane fulfill the conditions for appointment as an Independent Director as specified in the Companies Act, 2013

DIRECTOR'S REPORT

To,
The Members,
Hi-Klass Trading and Investment Limited

Your Directors have pleasure in presenting their 22nd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. FINANCIAL RESULTS:-

Particular	2014-15 (Rs in Lacs)	2013-14 (Rs in Lacs)
Total Income	52.164	6.228
Profit/(loss) before Depreciation	78.851	10.022
Less: Depreciation & Amortization	0.052	0.074
Profit / (Loss) before tax	78.799	9.948
Provision for tax net off Differed Tax	17.225	3.720
Earlier Tax provisions written back	9.410	--
Profit / (Loss) after Taxation	52.164	6.228

2. DIVIDEND:-

The company is focusing on growth and hence, your directors not yet recommended dividend for the year under review. Your Company has rewarded members with good bonus track record and may continue its trend in future.

3. RESERVES:-

During the year under review, Rs. 52.164 Lacs amount has been transferred to reserves.

4. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR :-

During the period under review, your directors inform you that your company has only one registered & corporate office situated at Mumbai City. Your directors has initiated to words prospective vision & object for future growth of the company.

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the period under review, your company doesn't change any nature of business

6. INFORMATION ON MATERIAL CHANGES AND COMMITMENTS:-

There are no material changes and commitments affecting the financial positions of the Company during period under review.

7. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE :-

During the period under review, your company doesn't received any such kind of order from the regulator or Courts or Tribunals.

8. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:-

During the period under review, your company has adequate Internal Control.

9. DETAILS OF PERFORMANCE AND FINANCIAL POSITION SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:-

During the period under review, your Company doesn't have any Subsidiary, Associates and Joint Venture.

10. DEPOSITS:-

The Company did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year under review.

11. STATUTORY AUDITORS:-

M/s. R. R. Gawande & Co, Chartered Accountants, Statutory Auditors of the Company retires at the conclusion of the ensuing Annual General Meeting. You are requested to re-appoint the statutory auditors for the financial year ended 31st March, 2016

12. AUDITORS' REPORT:-

Your Directors are pleased to inform you that the Statutory Auditors of the Company have not made any adverse or qualified remarks in their audit report.

13. SHARE CAPITAL:-

A) ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:-

The Board of Directors shall, inter alia, disclose in the Board's Report for the financial year in which the issue of equity shares with differential rights was completed, the details as provided in rule 4 (4) of Companies (Share Capital and Debentures) Rules, 2014

During the year under review, your company has not issue equity shares with differential rights

B) ISSUE OF SWEAT EQUITY SHARES:-

The Board of Directors shall, inter alia, disclose in the Directors' Report for the year in which such shares are issued, the details as provided in rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014

During the year under review, your company has not issue sweat equity shares

C) ISSUE OF EMPLOYEE STOCK OPTIONS:-

The Board of directors, shall, inter alia, disclose in the Directors' Report for the year, the details as provided in rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014

During the year under review, your company has not any issue equity shares with differential rights

D) PROVISION OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES:-

Where the voting rights are not exercised directly by the employees in respect of shares to which the scheme relates, the Board of Directors shall, inter alia, disclose in the Board's report for the relevant financial year the details as provided in rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014

During the year under review, your has not issue equity shares with differential rights

14. EXTRACT OF THE ANNUAL RETURN:-

The extract of the annual return in Form No MGT - 9 shall form part of the Board's report is attached as annexure-III.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Since your company was not engaged in any Manufacturing activities during the year under review the details regarding conservation of energy technology absorption are reported to be NIL.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR):-

During the year under review, provision of Corporate Social Responsibility (CSR) Rule has not applicable to your company

17. DIRECTORS:

A) CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

The details about the changes in the directors or key managerial personnel by way of appointment, re - designation, resignation, death or disqualification, variation made or withdrawn etc. In the case of a public company, the name of the director who is/are liable to retire by rotation and also whether he/they offers/offer for reappointment.

During the period under review, your company has appointed Mr. Pravin Kesharchand Chopda as Chief Financial Officer (CFO) & KMP of the Company with effect from 30th March, 2015.

B) DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY

The appointment of Ms. Anupama Nathalal Shah, Mr. Prakash Shree Gupta, Mr. Pravin Prakash Rane, Non Executive Independent Directors, were formalised by the Board of Directors at its meeting held on March 30, 2015.

A declaration by an Independent Director(s) that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 shall be enclosed.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

C) FORMAL ANNUAL EVALUATION:-

The Board shall include a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors.

18. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:-

No. of Board Meetings held during the year along with the dates of the meeting: During the year six Board Meetings were held on: 15-05-2014, 14-08-2014, 14-11-2014, 28-11-2014, 14-02-2015, 30-03-2015.

19. AUDIT COMMITTEE:-

The composition of an Audit Committee to be disclosed and where the Board had accepted recommendation of the Audit Committee for appointment and or ratification of M/s R. R. Gawande & Co., Chartered Accountants from this Annual General Meeting until conclusion of next Annual General Meeting, the same shall be disclosed along with the reasons therefore

20. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:-

The details of establishment of vigil mechanism for directors and employees to report genuine concerns to be disclosed

21. NOMINATION AND REMUNERATION COMMITTEE:-

During the period under review, your company has set up Nomination Remuneration Committee pursuant to provision 179 of the Companies Act, 2013 set out in annexure of this report.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:-

During the period under review, your company does not have any transaction relating to loans, guarantee or investments under section 186

23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the period under review, your company does not have any Contract or arrangement referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions

24. MANAGERIAL REMUNERATION:-

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

During the period under review, not applicable to your company

B) Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

During the period under review, No employee (s) fall under Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

C) Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report.

During the period under review, No Director (s) of the Company except Mr. Suresh Tarachand Jain, Managing Director of the Company drawing remuneration

25. SECRETARIAL AUDIT AND SECRETARIAL AUDIT REPORT:-

During the period under review, Secretarial Audit Report given by Mayur More Proprietor of M/s MAYUR MORE & ASSOCIATES, Company Secretaries shall be annexed with the report as Annexure-I.

26. CORPORATE GOVERNANCE CERTIFICATE:-

During the period under review, your company has taken corporate governance certificate from the practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement shall be annexed with the report.

27. RISK MANAGEMENT POLICY:-

During the period under review, your company has taken appropriate risk management policy for future growth & prospective

28. DIRECTORS' RESPONSIBILITY STATEMENT:-

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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 and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. ACKNOWLEDGEMENTS:-

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

Place: Mumbai

Date: 25.08.2015

For and on behalf of the Board of Directors

Suresh Tarachand Jain

Managing Director

DIN- 01142300

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Industry Structure and Development:-

The NDA government in the centre has infused abundant optimism and hope of excellent performance in the minds of people and industry. The CPI inflation too on the other hand which was acting stubborn to ease to single digit from double digit since last few years has now been eased to 6%. The major contributor to bring the inflation down was falling crude prices across the globe. There are lot of stimulus announced the by government in the union budget to give a booster dose to give pace to investments in various sectors which has given genesis of strong GDP growth for the year fiscal year 2014-2015 aided by supporting external environment. The government has made substantial progress in several policy areas and long-term prospects for growth appears bright. The current situation offers an opportunity to further strengthen the business-friendly environment to domestic and foreign corporate and, in turn, enhance the quality of public spending.

RBI too having its cynosure on high growth was also looking at inflation throughout the year and was in big dilemma to bring balance between pacing the growth and curbing the inflation. The Reserve Bank of India, in its persistent efforts to boost the pace of growth, reduced repo rate twice during the year. RBI has also indicated that it will continue to be accommodative in further easing of the rates if the inflation remains within the acceptable range and provided it is passed on by commensurate reduction in lending rates.

The banks are still sitting on piles of bad loans and CDR requests from corporate india. The borrowings and lending business are on dire stress with repayment capacities of even BSE 500 companies have been shaken badly, as a result of which the credit growth which had declined to 9% - lowest in the decade from 14% during the previous year but is likely to improve during the new financial year. The asset quality which had deteriorated in general across the NBFC sector during the year under review, is expected to remain weak until economic growth gathers momentum. Even, net-interest margins are expected to follow the similar pattern after experiencing decline by the NBFC sector.

Capital Market:-

Financial year 2014-15 saw a decent gain in key equity indices. While the BSE sensx rose 25% in 2014-15, the Nifty has posted gain of 27% as they both clearly outperformed their traditional CAGR of nearly 18% in history. In 2014-15, Both the sensx and nifty have set a new benchmark by breaching all their previous highs with their marching ahead to 29000 and 8750 levels respectively. Foreign investors continued to invest in India with March'2015 quarter witnessing FII flows of nearly \$6bn. March 2015 was the 10th consecutive quarter of positive inflows from the FIIs. Fund raising through primary market was also robust as the fund raised in 2014-15 was Rs 29705 crores as against 15234 Crores in 2013-2014. There are 36 issues through which a sum of 29705 crores have been raised by way of IPO, FPO and OFS in 2014-15. Banks and FIs were shy in financing corporate india on account of risk of default, fragile conditions and poor ratings. Their cynosure was on their own asset quality and NPA checking. With stable government in the centre with clear majority and growth focused, the market has witnessed excellent rally in pharma, health care and FMCG. With excellent growth rate of 7.3% than that of just 6.5% in year, there would be much higher levels to see as the 2015-16 year end target on sensx would be

around 32000 as per the market experts. The rainfall, rate cuts, crude oil price movement, pace of reforms and control over inflation would decide the next move of the market.

Outlook, Risk and Concern:-

Fiscal year 2015-2016 has taken its onset with lot of zeal and exuberance with strong, determined and growth focused government in the centre and the inflation to ease at the comfort level of sub 5%. The central bank too would be in position to change the much awaited key rates which would make the borrowing not only easy in light of robust earning by india inc. clearly reflection of nearly 7.5% GDP growth rate but also less costly to corporate india. The upsurge of earning by india inc. which although has been delayed to some extent by couple of quarters has been now all set to do well in coming few quarters as India is in better and less vulnerable position than that of other emerging economies of the world. In March 2015 quarter, India has even overtaken china in terms of GDP growth by posting GDP of 7.5% as against 7% of china. The GDP growth is estimated at 7.7% in FY16 hence the journey of GDP towards 8 to 9% has been started at very sharp pace without any sluggishness. The short term concern is the prediction of weaker monsoon this year which has acted as set back in journey of growth as there has been late start of monsoon this season.

Opportunity and Threats:

Opportunity:-

- i. Long-term economic outlook positive, will lead to opportunity for capital market services
- ii. Growing Financial Services industry's share of wallet for disposable income
- iii. Regulatory reforms would aid greater participation by all class of investors
- iv. Leveraging technology to enable best practices and processes
- v. Corporate looking at consolidation / acquisitions / restructuring opens out opportunities for the corporate advisory business

Threats:-

- i. Execution risk
- ii. Short term economic slowdown impacting investor sentiments and business activities
- iii. Slowdown in global liquidity flows
- iv. Increased intensity of competition from local and global players
- v. Market trends making other assets relatively attractive as investment avenues

Operational and Financial Performance:-

The summarized performance of Hi-Klass Trading & Investment Limited was as under:

	2014-15 (Rs in Lacs)	2013-14 (Rs in Lacs)
Revenue from Operation	2.165	62.639
Others	85.051	Nil
Profit Before Tax	78.799	9.948

Human Resources and Industrial Relations:-

The Company has appropriate policies in place for recruitment, training, skill development and compensation for its workmen, employees and staff. The Company makes an effort to keep on building

good relationship with its associates, competitors and all the stakeholders in the various industries wherein it operates.

Risk Management:-

Company has formulated a risk management framework which lays the procedure for risk assessment and mitigation. Company manages various risks like financial risk, operational risk, marketing risk, external risk and regulatory risks associated with the mortgage business. The critical risks which can significantly impact profitability and financial strength are credit risk, interest rate risk and liquidity risk.

Internal Control System:-

The Company has very effective control system covering both accounting and administrative controls. The internal audit carries out audit tests and report on non - compliance / weaknesses if any, through internal audit reports. These reports are reviewed by the Audit Committee of the Board.

Place: Mumbai
Date: 25.08.2015

For, Hi-Klass Trading and Investment Limited

Suresh Tarachand Jain
Managing Director
DIN- 01142300

Annexure to Directors' Report on Corporate Governance (Pursuant to clause 49 of the Listing Agreement)

A. MANDATORY REQUIREMENTS

1. Company's philosophy on code of corporate Governance: The Company believes in the practice of good Corporate Governance. A continuous process of delegation of powers commensurate with accountability coupled with trust, faith and transparency has been embedded in the day to day functioning. The company will endeavour to improve on these aspects on an ongoing basis.

2. Board of Directors: Size of the Board: The Board of Directors of the Company consists of 6 Directors, Composition, category and their attendance at the Board meetings during the year and at the last Annual General Meeting as also the number of other Directorship / Membership of Committees are as follows:

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at last AGM	No. of other companies excluding Pvt. Ltd. Companies in which Director	No. of Committees (other than Hi-Klass Trading & Investment Limited) in which member
Shri. Suresh Tarachand Jain	Managing Director	6	Yes	Nil	Nil
Shri. Pravin Kesharchand Chopda	Executive Director	6	Yes	Nil	Nil
Shri. Vimal Shantilal Patangia	Executive Director	6	Yes	Nil	Nil
Ms. Anupama Nathalal Shah	Non Executive Independent	1	No	Nil	Nil
Shri. Prakash Shree Gupta	Non Executive Independent	1	No	Nil	Nil
Shri. Pravin Prakash Rane	Non Executive Independent	1	No	Nil	Nil

No. of Board Meetings held during the year along with the dates of the meeting: During the year six Board Meetings were held on: 15-05-2014, 14-08-2014, 14-11-2014, 28-11-2014, 14-02-2015, 30-03-2015.

Responsibilities of the Board:

The Board discharges the duties, responsibilities as required under the applicable statute (s) including the Companies Act, 1956, Companies Act 2013 Guidelines issued by SEBI and other regularities bodies from time to time. The Board of Directors ensures that other responsibilities do not have any material impact on their responsibilities as Directors of the Company.

Role of Independent Directors:

The Independent Directors plays an important role & participate in all the deliberation of the Board and contribute to the decision making process with their knowledge and expertise in the areas of Accounts, Financial, Law & other professional areas.

3. Audit Committee:

The Constitution and terms of reference of the committee are in compliance with the requirement of Section 177 of the Companies Act, 2013 and clause 49 of the Listing Agreements(s) with the Stock Exchange(s), the Board has constituted an Audit Committee. Shri. Prakash Shree Gupta is a Chairman of the committee with Shri. Suresh Tarachand Jain, Mr. Pravin Kesharchand Chopda, Ms. Anupama Nathalal Shah, Shri. Prakash Shree Gupta, Shri. Pravin Prakash Rane are members

The terms of reference of the Audit Committee are as outlined in the Companies Act, 2013 and the Listing Agreement (s).

During the year under review, a total of five meetings of the Audit Committee were held, on 15-05-2014, 14-08-2014, 14-11-2014, 28-11-2014, 14-02-2015, 31-03-2015.

The Composition of Audit committee and attendance of each committee members is as under:-

Committee Member	Designation	Category	No of Meeting
Mr. Prakash Shree Gupta	Chairman	Non Executive, Independent	1
Mr. Pravin Kesharchand Chopda	Member	Executive, Non Independent	6
Mr. Suresh Tarachand Jain	Member	Promoter, Executive, Non Independent	6
Ms. Anupama Nathalal Shah	Member	Non Executive, Independent	1
Mr. Pravin Prakash Rane	Member	Non Executive, Independent	1

4. Nomination and Remuneration Committee:

The Company has a Nomination & Remuneration Committee of Directors. The nomenclature of Remuneration Committee of Board was changed to Nomination and Remuneration Committee and the roles were widened to comply with the provisions of Companies Act, 2013 and the new amended Clause 49 of the Listing Agreement effective from 1st October, 2014 at the Board Meeting held on 14th August, 2014. Members of Nomination and Remuneration Committee are Mr. Pravin Prakash Rane, Ms. Anupama Nathalal Shah, Mr. Suresh Tarachand Jain Chairman of this Committee is Mr. Prakash Shree Gupta. No Director is drawing any remuneration except Mr. Suresh Tarachand Jain.

The Constitution and terms of reference of the committee are in compliance with the provisions of the Companies Act, 2013 and Clause 49 of Listing Agreement. The Composition of the Nomination and Remuneration Committee and the details of meetings attended by the members of the Nomination and Remuneration Committee are given below

Name of Directors	Sitting Fees Paid (Rs.)
Shri. Suresh Tarachand Jain	NA
Shri. Vimal Shantilal Patangia	NA
Shri. Pravin Kesharchand Chopda	NA
Ms. Anupama Nathalal Shah	NA
Shri. Prakash Shree Gupta	NA
Shri. Pravin Prakash Rane	NA

The broad terms of reference of the Nomination & Remuneration Committee are as under:

To approve the annual remuneration plan of the Company;

To approve the remuneration and commission/incentive remuneration payable to the Managing Director and Whole Time Director for each financial year;

To approve the remuneration and annual performance bonus payable to the Chief Financial Officer and the Executive Vice Presidents of the Company for each financial year;

Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.

5. Stakeholder Relationship Committee:

The Company has a Stakeholders Relationship Committee of Directors to look into the redressal of complaints of Investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc. The nomenclature of Shareholders and Investor Grievance Committee of Board was changed to Stakeholders Relationship Committee and the roles have been widened to get in line with the provisions of Companies Act, 2013 and the new amended Clause 49 of the Listing Agreement effective from 1st October, 2014.

The members of the Committee are Mr. Prakash Shree Gupta, Chairman, Mr. Suresh Tarachand Jain, Ms. Anupama Nathalal Shah, Mr. Pravin Prakash Rane. Five meetings of the committee were held during the year which was attended by all the members.

6. Compliance Officer: Mr. Suresh Tarachand Jain (Managing Director)

7. General Body Meetings: The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Location
2011-12	24.08.2012	10.00 A.M	12/B, Haji Habib Building, 2 nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014
2012-13	24.08.2013	10.00 A.M	12/B, Haji Habib Building, 2 nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014
2013-14	30.12.2014	9.30 A.M	12/B, Haji Habib Building, 2 nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014

No special resolutions was put through postal ballot nor is any proposed for this year

8. Disclosures: There were no transactions of material nature with its promoters. The Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large

9. Means of Communication:

- Quarterly results were send to stock exchange through Registered AD Post
- Newspapers wherein results normally published in Newspapers in One English along with regional language of the state.
- Any website, where displayed: NA
- Whether it also displays official news releases; and
- The presentations made to institutional investors or to the analysts: Not applicable

10. General Shareholder Information:

- AGM: Wednesday, 30th September, 2015 at 9.00 a.m. At 12/B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014, India
- Financial year: 2014-15
- Date of Book closure: 22/09/2015 to 30/09/2015 (both days inclusive)
- Dividend Payment Date: --
- Listing on Stock Exchanges: Ahmedabad Stock Exchange Ltd & Pune Stock Exchange Ltd
- Stock Code: --
- Market Price Data: --
- Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc. : NA

ix. Registrar and Transfer Agents: Purva Share Registry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J.P. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai- 400 011
Contact Person: Mr. V. B. Shah, Tel No: 022-23010771

x. Share Transfer System: your board of director lodge share transfer during the financial year as per provision of Companies Act, 2013

xi. Distribution of shareholding:

Distribution of Shareholding as on 31.03.2015

No. of Equity Shares Held	No. of Shareholders	%	No. of Shares	%
Up to 5000	868	26.30	2828000	5.62
5001 to 10000	2341	70.94	21917000	43.55
10001 to 20000	52	1.58	800000	1.59
20001 to 30000	2	0.06	50000	0.10
30001 to 40000	1	0.03	40000	0.08
40001 to 50000	4	0.12	194000	0.39
50001 to 100000	4	0.12	350000	0.70
1,00,001 and Above	28	0.85	24142000	47.98
Total	3300	100	50321000	100

Shareholding Pattern (as on 31.03.2015)

Category	No. of shares	% of holding
A. Promoter		
1. Promoter		
Indian Promoter	599300	11.91
Person Acting in Concern	0	0
Total	0	0
B. Non Promoter	0	0
2. Institutional Investors		
Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Government Institutions)	0	0
b. FII		
Total		
3. Others		

a. Private corporate bodies	1052100	20.91
b. Indian public	3162500	62.84
c. NRI's/OCB's	0	0
d. Clearing Members	0	0
Sub total		
Total Non-Promoter holding		
Grand Total	5032100	100

xii. Dematerialization of shares and liquidity:

Particular	No of Shares	% of Shares
No of shares held in demat	0	0
No of Shares held in physical	5032100	100
Total	5032100	100

xiii. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity: NA

xiv. Plant Locations: NA

xv. Address for correspondence: 12/B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014

11. Green Initiatives:

Green Initiatives: Recently, The Ministry of Corporate Affairs (MCA), Government of India, had issued the following circulars in Green Initiative i.e. Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, allowing companies to send official documents to their Shareholders electronically as part of its Green Initiatives in Corporate Governance.

Recognizing the spirit of the circular issued by the MCA, we propose to send notices/documents (i.e., physical Annual Report of the Company comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report etc.) to the email address:

In this behalf, we are confident that you would appreciate the "Green Initiative" taken by MCA. We solicit your cooperation in helping the Company to implement the e-governance initiatives of the Government.

Shareholders who have not updated their email ID till date are requested to kindly update your email address with your depository participant for Demat holding of shares and with Mr. Suresh Tarachand Jain from 'Hi-Klass Trading and Investment Limited' on the email id st.jain999@gmail.com for physical holding of shares and co-operate with the Company to implement the Green Initiative of the Government in the following format.

Name of the Member	Son of or Daughter of	Client ID	No of shares	PAN No	Email Address
--------------------	-----------------------	-----------	--------------	--------	---------------

12. Investor Correspondence:

For transfer / dematerialization of shares and any other query relating to the shares of the company

Purva Share Registry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J.P. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai- 400 011 Contact Person: Mr. V. B. Shah, Tel No: 022-23010771

Annexure-I:

In terms of section 134 (3) (m) of the Companies Act, 2013, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, the Directors furnish herein below the required additional information:

I. CONSERVATION OF ENERGY:

- | | |
|--|-----|
| (a) Energy conservation measures taken – | NIL |
| Nature of your Company's operations entails a very low level of energy consumption. | |
| (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy – | NIL |
| (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods – | NIL |
| (d) Total energy consumption and energy consumption per unit of production – | NIL |

II. DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.,

- | | |
|--|---|
| I Research and Development:- | Your Company is predominantly trading in securities and therefore has not set up a formal R&D unit. |
| II Technology Absorption, Adaptation and Innovation: | Your Company is predominantly trading in securities and therefore not set up a formal R & D unit. |

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings in Foreign Exchange	: Nil
Foreign Exchange outgo	: Nil

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

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

To,
The Members,
Hi-Klass Trading And Investment Limited
12/B, Haji Habib Building, 2nd Floor,
Dr. B Ambedkar Road, Opp Fire Brigade, Dadar (East)
Mumbai- 400 014

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Hi-Klass Trading And Investment Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Hi-Klass Trading And Investment Limited 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Hi-Klass Trading And Investment Limited ('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- (Not Applicable to this Company During Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to this Company during Audit Period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to this Company during Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to this Company during Audit Period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to this Company during Audit Period);
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulation, 1996;
- (j) The Securities Contracts (Regulation) Rules, 1957;
- (vi) Income Tax Act, 1961

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Ahmedabad Stock Exchange Ltd and Pune Stock Exchange Limited;

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

We further report that

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.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We I 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.

We I further report that during the audit period there were no instance of :

- i. Public / Rights / Preferential Issue of Shares / debentures / sweat equity.
- ii. Redemption / buy-back of securities.
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign Technical collaborations.

Place: Mumbai
Date: 10.08.2015

For, Mayur More & Associates
Company Secretaries

Mayur More (Proprietor)
ACS No. 35249 COP No. 13104

Annexure 'A'

To,
The Members
M/s Hi-Klass Trading & Investment Limited
12/B, Haji Habib Building, 2nd Floor,
Dr B Ambedkar Road, Opp Fire Brigade, Dadar (E)
Mumbai- 400 014

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibilities 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 practise and processes as were appropriate to obtain-reasonable assurance about correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflect in secretarial records. We believe that the processes and practice, we followed provide a reasonable basis for our opinion.
3. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The Compliance of the provision of Corporate and other applicable laws, rules, regulations, standards is the reposibilities of management. Our examination was limited to the verification of procedures on test basis.
5. The secretarial Audit report is neither as assurance as to the future vaibility of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 10.08.2015
Place: Mumbai

For, Mayur More & Associates
Company Secretaries

Mayur More (Proprietor)
ACS No 35249 CP No. 13104

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN:- L51900MH1992PLC066262
- ii) Registration Date:- 08-04-1992
- iii) Name of the Company:- Hi-Klass Trading and Investment Limited
- iv) Category/Sub-Category of the Company:- Indian Non Government Company
- v) Address of the Registered office and contact details :- 12/B, Haji Habib Building, 2nd Floor,
Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014
- vi) Whether listed company:- Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent :- Purva Share
Registry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J.P. Boricha Marg,
Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai- 400 011 Contact Person: Mr. V.
B. Shah, Tel No: 022-23010771

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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Trading and Investment in Securities	NA	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GIN	HOLDING/SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	NA				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

[illegible]

[illegible]

Funds i)									
Others	0	0	0	0	0	0	0	0	0
(specify)									
Sub-total									0
(B)(1):-	0	0	0	0	0	0	0	0	
2. Non-Institutions									
a) Bodies									
Corp.									
i) Indian	0	1052100	20.91	20.91	0	1052100	1052100	20.91	0
ii) Overseas	0	0	0	0	0	0	0		
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	0	2567500	2567500	51.02	0	2567500	2567500	51.02	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	595000	595000	11.82	0	595000	595000	11.82	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total		4214600	4214600	83.75	0	4214600	4214600	83.75	
(B)(2):-	0	0							0
C. Shares held by Custodian for GDRs & ADRs	0	0		0	0	0	0	0	0
Grand Total	0	5032100	5032100	100	0	5032100	5032100	100	0
(A+B+C)		0							

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (1.4.2014)			Share holding at the end of the year (31.03.2015)			% change in share holding 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	S T Jain HUF	150800	2.99	0	150800	2.99	0	0
2	Pravin K Chopda	100000	1.98	0	100000	1.98	0	0
3	Rajesh Jain	100000	1.98	0	100000	1.98	0	0
4	Nilesh R Jain	74500	1.48	0	74500	1.48	0	0
5	S T Jain (HUF)	70500	1.40	0	70500	1.40	0	0
6	Umashankar Agarwal	69000	1.37	0	69000	1.37	0	0
7	Nilesh Jain	55000	1.09	0	55000	1.09	0	0
8	Chandrasen R Purohit	30000	0.59	0	30000	0.59	0	0
9	Lalit M Purohit	25100	0.49	0	25100	0.49	0	0
10	Vimal Patangia	20000	0.39	0	20000	0.39	0	0
11	Ghanshyam Gupta	20000	0.39	0	20000	0.39	0	0
12	Bharati Patangia	16000	0.39	0	16000	0.39	0	0
13	Chandrasen R Purohit	15100	0.30	0	15100	0.30	0	0
14	Suresh Jain	15000	0.29	0	15000	0.29	0	0
15	Suresh T Jain	10100	0.20	0	10100	0.20	0	0
16	Mohanlal Gupta	10000	0.19	0	10000	0.19	0	0
17	Namita S Jain	7500	0.14	0	7500	0.14	0	0
18	Akhilesh Kothari	7500	0.14	0	7500	0.14	0	0
19	Nishant Jain	5000	0.09	0	5000	0.09	0	0
20	Ashok Rokadiya	5000	0.09	0	5000	0.09	0	0

21	Leela A Rokadiya	5000	0.09	0	5000	0.09	0	0
22	Vipra Patangia	2500	0.04	0	2500	0.04	0	0
23	Dhruvi Patangia	2500	0.04	0	2500	0.04	0	0
24	Anil Tarachand Kothari	1300	0.02	0	1300	0.02	0	0
25	Namita S Jain	100	0.00	0	100	0.00	0	0
	Total	817500	16.24	0	817500	16.24	0	0

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

Sl. No.		Shareholding at the beginning of the year (1.4.2014)		Cumulative Shareholding during the year (1.04.2014 to 31.3.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	S T Jain HUF				
	At the beginning of the year	150800	2.99	150800	2.99
	Increase/decrease	-	-	-	-
	At the end of the year	150800	2.99	150800	2.99
2	Pravin K Chopda				
	At the beginning of the year	100000	1.98	100000	1.98
	Increase/decrease	-	-	-	-
	At the end of the year	100000	1.98	100000	1.98
3	Rajesh Jain				
	At the beginning of the year	100000	1.98	100000	1.98
	Increase/decrease	-	-	-	-
	At the end of the year	100000	1.98	100000	1.98
4	Nilesh R Jain				
	At the beginning of the year	74500	1.48	74500	1.48
	Increase/decrease	-	-	-	-
	At the end of the year	74500	1.48	74500	1.48
5	S T Jain HUF				
	At the beginning of the year	70500	1.40	70500	1.40
	Increase/decrease	-	-	-	-
	At the end of the year	70500	1.40	70500	1.40
6	Umashankar Agarwal				
	At the beginning of the year	69000	1.37	69000	1.37
	Increase/decrease	-	-	-	-

	At the end of the year	69000	1.37	69000	1.37
7	Nilesh Jain				
	At the beginning of the	55000	1.09	55000	1.09
	Increase/decrease	-	-	-	-
	At the end of the year	55000	1.09	55000	1.09
8	Chandrasen R Purohit				
	At the beginning of the	30000	0.59	30000	0.59
	Increase/decrease	-	-	-	-
	At the end of the year	30000	0.59	30000	0.59
9	Lalit M Purohit				
	At the beginning of the	25100	0.49	25100	0.49
	Increase/decrease	-	-	-	-
	At the end of the year	25100	0.49	25100	0.49
10	Vimal Patangia				
	At the beginning of the	20000	0.39	20000	0.39
	Increase/decrease	-	-	-	-
	At the end of the year	20000	0.39	20000	0.39
11	Ghanshyam Gupta				
	At the beginning of the	20000	0.39	20000	0.39
	Increase/decrease	-	-	-	-
	At the end of the year	20000	0.39	20000	0.39
12	Bharati Patangia				
	At the beginning of the	16000	0.31	16000	0.16
	Increase/decrease	-	-	-	-
	At the end of the year	16000	0.31	16000	0.16
13	Chandrasen R Purohit				
	At the beginning of the	15100	0.30	15100	0.30
	Increase/decrease	-	-	-	-
	At the end of the year	15100	0.30	15100	0.30
14	Suresh T. Jain				
	At the beginning of the	15000	0.29	15000	0.29
	Increase/decrease	-	-	-	-
	At the end of the year	15000	0.29	15000	0.29
15	Suresh T. Jain				
	At the beginning of the	10100	0.20	10100	0.20
	Increase/decrease	-	-	-	-
	At the end of the year	10100	0.20	10100	0.20
16	Mohanlal Gupta				
	At the beginning of the	10000	0.19	10000	0.19
	Increase/decrease	-	-	-	-
	At the end of the year	10000	0.19	10000	0.19
17	Namita S Jain				
	At the beginning of the	7500	0.14	7500	0.14
	Increase/decrease	-	-	-	-
	At the end of the year	7500	0.14	7500	0.14
18	Akhilesh Kothari				
	At the beginning of the	7500	0.14	7500	0.14

	Increase/decrease	-	-	-	-
	At the end of the year	7500	0.14	7500	0.14
19	Nishant S Jain				
	At the beginning of the	5000	0.09	5000	0.09
	Increase/decrease	-	-	-	-
	At the end of the year	5000	0.09	5000	0.09
20	Ashok Rokadiya				
	At the beginning of the	5000	0.09	5000	0.09
	Increase/decrease	-	-	-	-
	At the end of the year	5000	0.09	5000	0.09
21	Leela A Rokadiya				
	At the beginning of the	5000	0.09	5000	0.09
	Increase/decrease	-	-	-	-
	At the end of the year	5000	0.09	5000	0.09
22	Vipra Patangia				
	At the beginning of the	2500	0.04	2500	0.04
	Increase/decrease	-	-	-	-
	At the end of the year	2500	0.04	2500	0.04
23	Dhruvi Patangia				
	At the beginning of the	2500	0.04	2500	0.04
	Increase/decrease	-	-	-	-
	At the end of the year	2500	0.04	2500	0.04
24	Anil Tanechand Kothari				
	At the beginning of the	1300	0.02	1300	0.02
	Increase/decrease	-	-	-	-
	At the end of the year	1300	0.02	1300	0.02
25	Namita S. Jain				
	At the beginning of the	100	0.00	100	0.00
	Increase/decrease	-	-	-	-
	At the end of the year	100	0.00	100	0.00

(iv) Share holding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding at the beginning of the year (1.4.2014)					Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase / Decrease in	Reason	No. of shares	% of total shares of the company
1	Prajan Trading Pvt. Ltd.	125,000	2.48	-	-	-	125,000	2.48
2	Voina Trading Pvt. Ltd.	120,000	2.38	-	-	-	120,000	2.38
3	Arvind Agarwal	120,000	2.38	-	-	-	120,000	2.38
4	Dhirendra Gupta	120,000	2.38	-	-	-	120,000	2.38
5	Fortune Future Pvt. Ltd.	110,000	2.18	-	-	-	110,000	2.18
6	Pralhadbhai Narsana	10,000	0.19	-	-	-	10,000	0.19
7	Prakash Javjivandas Kamdar	4400	0.08	-	-	-	4400	0.08
8	Avinash Shankar Gaikwad	2000	0.03	-	-	-	2000	0.03
9	Laxmikant Ramchandra Patkar	2000	0.03	-	-	-	2000	0.03
10	Leela Garape	2000	0.03	-	-	-	2000	0.03

(v) Shareholding of Directors and Key Managerial Personnel:

Sl.		Shareholding at the	Cumulative Shareholding
-----	--	---------------------	-------------------------

No.		beginning of the year (1.4.2014)		during the year (1.4.2014 to 31.3.2015)	
	Name of Directors	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Vimal Patangia				
	At beginning of the year	20,000	0.39	20,000	0.39
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year	20,000	0.39	20,000	0.39
2	Mr. Suresh T. Jain				
	At beginning of the year	25,100	0.20	25,100	0.20
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year	25,100	0.20	25,100	0.20
3	Mr. Pravin K. Chopda				
	At beginning of the year	100,000	1.98	100,000	1.98
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year	100,000	1.98	100,000	1.98

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
(ii) Interest due but not paid (iii)				

Due				
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Suresh T. Jain	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	36,000	36,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0

2.	Stock Option	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0	0
5.	Others, please specify	0	0	0	0	0
	Total (A)	0	0	0	0	0
	Ceiling as per the Act	0	0	0	0	0

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Prakash Gupta	Pravin Rane	Anupama Shah	---	
	Independent Directors					
	· Fee for attending board committee meetings	0	0	0		0
	· Commission	0	0	0		0
	· Others, please specify					
	Total (1)	0	0	0		0
	Other Non-Executive Directors					
	· Fee for attending board committee meetings	0	0	0		0
	· Commission	0	0	0		0
	· Others, please specify					
	Total (2)	0	0	0		0
	Total (B)=(1+2)	0	0	0		0
	Total Managerial	0	0	0		0
	Overall Ceiling as per the Act	0	0	0		0

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
	Total	0	0	0	0

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description Penalty /	Details of Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
------	------------------------------	-----------------------------	---	-------------------------------	------------------------------------

A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

CEO and CFO Certification

To,
The Board of Directors
Hi-Klass Trading and Investment Limited
Mumbai

We, Suresh Tarachand Jain, Managing Director, Pravin Kesharchand Chopda, CFO of Hi-Klass Trading and Investment Limited, to the best of my knowledge and belief, certify that:

- (a) we have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) 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.
- (b) To the best of their 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.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) They have indicated to the auditors and the Audit committee
- (i) there has not been changes in internal control over financial reporting during the year;
- (ii) there has not been changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting

Place: Mumbai
Date: 25.08.2015

Sd/-
Suresh Tarachand Jain
Managing Director

Sd/-
Pravin Kesharchand Chopda
CFO

Practising Company Secretaries Certificate regarding compliance of conditions of Corporate Governance under Clause 49 of the Listing Agreement

To
The Members
Hi-Klass Trading and Investment Limited
Mumbai

We have examined the compliance of conditions of Corporate Governance by Hi-Klass Trading and Investment Limited ('the Company'), for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the 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 by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

Place: Mumbai
Date: 10.08.2015

For, Mayur More & Associates
Company Secretaries

Mayur More (Proprietor)
ACS No. 35249 CP No. 13104

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF HI-KLASS TRADING & INVESTMENT LTD.

Report on the financial statements

We have audited the accompanying financial statements of HI-KLASS TRADING & INVESTMENT LTD. which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for 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 Standards referred to in sub section (SC) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements 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 the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control of the company. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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 financial statements give the information required by the Act in the manner so required and give a true and fair 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 the Profit and Loss Account, of the profit of the company for the year ended on that date; and
- (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

As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the

such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There has been no litigation pending against the Company hence there will not be any impact on its financial position in its financial statement.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

For R.R. Gawande & Co.
Chartered Accountants
F.R. No. 123762W

R.R. Gawande
(Proprietor)
Membership No.114553

Place : Mumbai
Date : 01.05.2015

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph 1 under section (Report on Other Legal and Regulatory Requirements, of our report of even date)

- 1.1 The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2 All the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- 2.1 The inventories have been physically verified at reasonable intervals by the management.
- 2.2 In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- 2.3 In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of its inventories and no material discrepancies were noticed on such physical verification.
3. As informed to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the sub-clauses (a) and (b) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. We have broadly reviewed the books of account maintained by the Company pursuant sub-section (1) of Section 145 of the Companies Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- 7.1 The company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and we have been informed that there are no arrears of outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.
- 7.2 According to the information and explanations given to us, no undisputed amount is payable in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess as at March 31, 2015.
8. The Company has no accumulated losses at the end of the financial year under audit.
9. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.

10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
11. According to the information and explanations given to us, no term loans were obtained during the year under audit.
12. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year of our audit.

For R.R. Gawande & Co.
Chartered Accountants
F.R. No. 123762W

R.R. Gawande
(Proprietor)
Membership No.114553

Place : Mumbai
Date : 01.05.2015

(Amount in Rupees)

Particulars	Note No.	2014-15	2013-14
1	2	3	4
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	27,630,500	27,630,500
(b) Reserves and surplus	2	9,480,969	4,264,640
2 Share application money pending allotment			
3 Non-current liabilities			
4 Current liabilities			
Trade payables	3	1,887,690	9,077,190
TOTAL		38,999,159	40,972,330
II. ASSETS			
Non-current assets			
1 (a) Fixed assets			
(i) Tangible assets	4	13,223	18,487
(b) Non-current investments	5	-	75,000
2 Current assets			
(a) Current investments			
(b) Inventories	6	18,181,581	18,484,383
(c) Trade receivables	7	2,646	277
(d) Cash and cash equivalents	8	1,506,946	366,110
(e) Short-term loans and advances	9	19,294,763	22,028,074
Statement of significant Accounting policies, Notes to Accounts	15	-	-
TOTAL		38,999,159	40,972,330

As per our Report of evendate attached
For R R Gawande & Co.
Chartered Accountants
FRN 123762W

For and on behalf of the Board of Directors

R R Gawande
Proprietor
M No. 114553
Mumbai 04.05.2015

Suresh Jain
Director

Pravin Chopda
Director

Company Name : M/s. HI - KLASS TRADING AND INVIESTMENTS LIMITED
Profit and loss statement for the year ended 31st March 2015

Particulars	Refer Note No.	2014-15	2013-14
I. Revenue from operations	10	216,589	6,263,969
II. Other Income	11	8,505,128	-
III. Total Revenue (I + II)		8,721,716	6,263,969
IV. Expenses:			
Purchases of Stock-in-Trade	12	-	20,572,715
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	13	302,802	(15,802,237)
Depreciation and amortization expense	4	5,264	7,405
Other expenses	14	533,800	491,233
Total expenses		841,866	5,269,116
V Profit before tax (VII- VIII)		7,879,850	994,853
VI Tax expense:			
(1) Current tax		1,722,500	372,000
(2) Earlier Years W/f.		941,022	-
(3) Deferred tax			
VII Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		5,216,328	622,853
XV Profit (Loss) for the period (XI + XIV)			
XVI Earnings per equity share:			
(1) Basic		1.04	0.12
(2) Diluted			

As per our Report of evendate, attached
For R R Gawande & Co.
Chartered Accountants
FRN 123762W

For and on behalf of the Board of Direcotrs

R R Gawande
Proprietor
M No. 114553
Mumbai 01.05.2015

Suresh Jain
Director

Pravin Chopda
Director

NOTE 1

Share capital

Share Capital	2014-15		2013-14	
	Number	Amount	Number	Amount
Authorized				
Equity Shares of Rs.10 each	5,500,000	55,000,000	5,500,000	55,000,000
Issued				
Equity Shares of Rs.10 each	5,032,100	50,321,000	5,032,100	50,321,000
Subscribed & Paid up				
Equity Shares of Rs.10 each	5,032,100	50,321,000	5,032,100	50,321,000
Subscribed but not fully Paid up				
Equity Shares of Rs.10 each, fully paid up	2,006,200	20,062,000	2,006,200	20,062,000
Equity Shares of Rs.10 each, not fully paid up(Rs.5)	1,500	7,500	1,500	7,500
Equity Shares of Rs.10 each, not fully paid up(Rs.2.5)	3,024,400	7,561,000	3,024,400	7,561,000
Total	5,032,100	27,630,500	5,032,100	27,630,500

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	2014-15		2013-14	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	5,032,100	27,630,500	5,032,100	27,630,500
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,032,100	27,630,500	5,032,100	27,630,500

Shares in the company held by each shareholder holding more than 5 percent shares

Name of Shareholder	2014-15		2013-14	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ascent Capital And Finance	-	0%	276,000	53%

NOTE 2

Reserves and surplus

	2014-15	2013-14
Surplus		
Opening balance	4,264,640	3,641,787
(+) Net Profit/(Net Loss) For the current year	5,216,328	622,853
(*) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	9,480,968	4,264,640
Total	9,480,968	4,264,640

NOTE 3

Trade Payables

	2014-15	2013-14
Sundry Creditors	-	8,580,000
Other Liabilities	1,887,490	497,190
Total	1,887,490	9,077,190

NOTE 6

Inventories

	2014-15	2013-14
Stock-in-trade (Valued at cost)	18,181,581	18,454,363
Total	18,181,581	18,454,363

NOTE 7

Trade Receivables

	2014-15	2013-14
Sundry Debtors Receivable	2,648	277
Total	2,648	277

Note 8

Cash and cash equivalents

	2014-15		2013-14	
a. Balances with banks*		36,891		1,055
Indian Overseas Bank A/c. No. 7368				
c. Cash on hand*		1,470,055		365,055
		1,506,946		366,110

*Repatriation restrictions, if any, in respect of cash and bank balances shall be separately stated.

Note 9

Short-term loans and advances

	2014-15		2013-14	
a. Loans and advances				
Advances to others Unsecured Considered good	19,294,783		22,028,074	
		19,294,783		22,028,074

Note 10**Revenue from operations**

Particulars	2014-15	2013-14
Sale of Shares	216,589	6,263,969
Total	216,589	6,263,969

Note 11**Other Income**

Particulars	2014-15	2013-14
Interest Income (in case of a company other than a finance company)	-	-
Dividend Income	-	-
Net gain/loss on sale of investments	8,505,000	-
Other non-operating income (net of expenses directly attributable to such income)	128	-
Total	8,505,128	-

Note 12**Purchases of Stock-in-Trade**

Particulars	2014-15	2013-14
Purchase of Shares	-	20,572,715
Total	-	20,572,715

Note 13**Changes in inventories of finished goods work-in-progress and Stock-in-Trade**

Particulars	2014-15	2013-14
Opening Stock-in-Trade	18,484,383	2,682,146
Closing Stock-in-Trade	18,181,581	18,484,383
Total	-	-

Note 14

Other expenses

Particulars	2014-15	2013-14
Other expenses	-	176
STT Paid	-	2,201
Advertisement	6,888	-
AGM Expenses	18,000	30,000
Audit Fees	22,500	22,672
Bank Charges	1,409	204
ROC Fees	57,700	-
DP Charges	39,456	930
General Expenses	90,000	49,844
Internet Expenses	7,415	13,584
Listing Fees	32,248	30,331
Office Expenses	109,184	201,291
Postage & Telegrams	125,000	60,000
Printing & Stationery	-	20,000
Salary & Bonus	-	42,000
Account Writing Charges	24,000	18,000
Total		

Company Name : M/s. HI - KLASST TRADING AND INVESTMENTS LIMITED

Note 5

Non-current investments

	Particulars	2014-15	2013-14
A	Trade Investments (Refer A below)		
	(a) Investment Properties		
	(b) Investment in Equity instruments		
	(c) Investments in preference shares		
	(d) Investments in Government or Trust securities		
	(e) Investments in debentures or bonds		
	(f) Investments in Mutual Funds		
	(g) Investments in partnership firms*		
	(h) Other non-current investments (specify nature)		
	Total (A)	-	-
B	Other Investments (Refer B below)		
	(a) Investment Properties	-	75,000
	(b) Investment in Equity instruments		
	(c) Investments in preference shares		
	(d) Investments in Government or Trust securities		
	(e) Investments in debentures or bonds		
	(f) Investments in Mutual Funds		
	(g) Investments in partnership firms*		
	(h) Other non-current investments (specify nature)		
	Total (B)	-	75,000
	Grand Total (A + B)	-	75,000
	Less : Provision for diminution in the value of investments		
	Total		75,000

**SIGNIFICANT ACCOUNTING POLICIES AND
NOTES FORMING PART OF ACCOUNTS**

A) ACCOUNTING POLICIES :

1. Basis of Preparation of Financial Statements:

The financial statements have been prepared under historical cost convention and comply with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956, as adopted consistently by the Company. All Incomes & Expenditure having material bearing on the financial Statements are recognized on accrual basis.

2. Current and non current classification of assets and liabilities.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956.

3. Tangible Fixed Assets

a. Valuation of Fixed Assets:- Tangible Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and other directly attributable costs of bringing the assets to its working condition for its intended use.

b. Depreciation:- Depreciation is provided using written down value method at the rates prescribed under Schedule XIV of the Companies Act, 1956.

4. Revenue reorganization

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured.

Dividend Income

Dividend income is recognized on cash basis.

5. Valuation of Stocks:

Stock is valued at cost as certified by Directors..

6. Expenditure:

Expenses are accounted on accrual basis provision is made for all known losses and liabilities.

7. Contingent Liabilities:

No provision is made for contingent liabilities, which are contingent in nature but if material, they are disclosed by way of note.

B) NOTES ON ACCOUNTS:

1. Balance under Sundry Debtors, Sundry Creditors Loans and Advances payable or reasonable are subject to confirmation.
2. The figures of the previous years have been regrouped / rearranged wherever it was necessary to do so.
3. Books of Accounts are maintained on going concern basis.

For R. R. GAWANDE AND CO,
CHARTERED ACCOUNTANTS

PLACE : MUMBAI.

DATE : May, 2015.

(R. R. GAWANDE)
PROPRIETOR
MEMBERSHIP NO. 114553.

M/s. Hi-klass Trading and Investments Limited.

Statement pursuant to Part IV of Schedule VI of the Companies Act, 1956.

Balance Sheet Abstract and Company's General Profile

Amount in Rupees

I REGISTRATION DETAILS

(a) Registration Number	066262
(b) State Code	11
(c) Balance Sheet Date	31st March, 2015

II CAPITAL RAISED DURING THE PERIOD

(a) Public Issue	Nil.
(b) Right Issue	Nil.
(c) Bonus Issue	Nil.
(d) Private Placement	Nil.

III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

(a) Total Liabilities	38,999,159
(b) Total Assets	38,999,159

(A) Sources of Funds

(a) Paid up Capital	27,630,500
(b) Share Capital Pending Allotment	Nil.
(c) Reserves and Surplus	9,480,969
(d) Secured Loans	Nil.
(e) Unsecured Loans	Nil.

(B) Application of Funds

(a) Net Fixed Assets	13,223
(b) Investments	
(c) Net Current Assets	37,098,246
(d) Misc. Expenses (To the extent not written off)	Nil.

IV PERFORMANCE OF THE COMPANY

(a) Total Turnover	216,589
(b) Total Expenditure	(7,663,261)
(c) Profit Before Tax	7,879,850
(d) Profit After Tax	5,216,328
(e) Earning Per Share	1.04
(f) Dividend Rate	Nil.

V GENERIC NAME OF THE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY

Item Code No. (ITC CODE)	Not Applicable
Product Description	Not Applicable

For Hi-klass Trading and Investments Limited.

For R R GAWANDE AND CO.
CHARTERED ACCOUNTANTS

Place : MUMBAI.

Date : 1st May, 2015.

(R R GAWANDE)
PROPRIETOR
MEMBERSHIP NO. 114553

DIRECTOR DIRECTOR

Form No. MGT11

Proxy form

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

CIN: L51900MH1992PLC066262

Name of the company: Hi-Klass Trading and Investment Limited

Registered office: 12/B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp Fire Bridge, Dadar E, Mumbai- 400 014

Name of the member(s):

Registered Address:

Email

ID:

Folio/ DP ID Client

ID No.:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

Email

Id:

Signature:, or failing him

2. Name:

Address:

Email

Id:

Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting/ Extraordinary general meeting of the company, to be held on the 30th day of September, 2015 At 9.00 a.m. at 12/B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp Fire Bridge, Dadar E, Mumbai- 400 014 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1.....

2.....

3.....

Signed this day of 20....

Signature of shareholder

ATTENDENCE SLIP

(TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the 22nd Annual General Meeting of Company to be held at 12/B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp Fire Bridge, Dadar E, Mumbai- 400 014.

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)

Name of the Proxy (to be Filled in if the Proxy attends instead of the Members)

SIGNATURE OF THE MEMBER/ PROXY

Member's Folio Number _____ No. of Shares held _____

Notes:

1. Shareholder/Proxy holders are requested to bring the attendance slips with them duly completed when they come to the meeting and hand them over at the gate after affixing their signatures on them.
2. The proxy form must be deposited duly stamped at the Registered office of the Company not less than 48 hours before the time for holding the meeting.

BOOK- POST

To,

If Undelivered Please return to:
Hi-Klass Trading and Investment Limited,
12/B, Haji Habib Building, 2nd Floor,
Dr. B Ambedkar Road, Opp Fire Bridge, Dadar E,
Mumbai- 400 014