

HI-KLASS TRADING AND INVESTMENT LTD

(CIN: L51900MH1992PLC066262)

Regd. Office: 24, Office No. 15, Rehman Building, 2nd Floor,
Veer Nariman Road, Fort, Mumbai - 400001.

Tel. No.: 022-22874084/85; Website: www.hiklass.co.in; Email: info@hiklass.co.in.

NOTICE OF 1ST (1/2024-25) EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1/2024-2025 EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF **HI-KLASS TRADING AND INVESTMENT LIMITED**, WILL BE HELD ON 17-01-2025, AT 12.30 P.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM') WITHOUT PHYSICAL PRESENCE OF THE MEMBERS AT A COMMON VENUE, TO TRANSACT THE BUSINESSES AS SET OUT IN THIS NOTICE. THE PROCEEDINGS OF THE EOGM SHALL BE DEEMED TO BE CONDUCTED AT THE **REGISTERED OFFICE** OF THE COMPANY SITUATED AT 24, OFFICE NO. 15, REHMAN BUILDING, 2ND FLOOR, VEER NARIMAN ROAD, FORT, MUMBAI - 400001, THE FOLLOWING SPECIAL BUSINESSES:

1. Approval to the increase in the Authorized Share Capital & Consequential Alteration in the Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 ("Companies Act"), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 6,50,00,000/- (Rupees Six Crore Fifty Lakhs Only) divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of face value of Rs. 5/- (Rupees Five Only) each to Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of face value of Rs. 5/- (Rupees Five Only) each by addition of 20,00,000 (Twenty Lakhs) Equity Shares of face value of Rs. 5/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. to Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of face value of Rs. 5/- (Rupees Five Only)."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

2. Approval for issuance of 80,00,000 Equity Shares on preferential allotment basis to the Promoter & Non-Promoter Group at an offer Price of Rs.10/-.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 23, 42 and 62 (1)(c), 179 (3)(c) and other applicable provisions of the Companies Act, 2013 (**“Companies Act”**) and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**) and the Listing Agreement entered into by the Company with the BSE (**“BSE”**) on which the equity shares of the Company are listed any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), and/or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the **“Board”** which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (**“Members”**) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches 80,00,000 (EightyLakhs) fully paid-up equity shares of face value of Rs. 5/- each to Promoter and Non-Promoter Group pursuant to an issue price of Rs. 10/- (Rupees Ten only) on a Preferential basis and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time to the following allottees (**“Proposed Allottees”**) as stated below:

ISSUE OF SHARES TO PROMOTER CATEGORY:

SR. NO.	NAME	CATEGORY	QUANTITY	NAME OF THE ULTIMATE BENEFICIARY OWNERS
1	NICOINDIA CONSULTANCY LLP	Promoter	24,86,720	SUMAN JAIN

ISSUE OF SHARES TO NON-PROMOTER:

SR.NO.	NAME	CATEGORY	QUANTITY
1	JYOTI HARESH MOTANI	NON -PROMOTER	3,20,140
2	BHAKTI NIKUNJ CHOKSHI	NON -PROMOTER	3,25,000
3	DHRUV VIJAYKUMAR PUJARA	NON -PROMOTER	3,25,000
4	ANKITA VIJAYKUMAR PUJARA	NON -PROMOTER	3,25,000
5	LALIT KABRA	NON -PROMOTER	6,00,000
6	KRISHNA KABRA	NON -PROMOTER	6,00,000
7	PREETI KRISHNA KABRA	NON -PROMOTER	5,75,000
8	PUSHPA KABRA	NON -PROMOTER	5,75,000
9	RICHWAY FINANCIAL SERVICES PVT LTD*	NON -PROMOTER	3,50,000
10	SPICE FUEL VENTURES PVT. LTD*	NON -PROMOTER	3,50,000
11	BISHNU KUMAR TIBREWAL	NON -PROMOTER	80,000
12	ANISHA TIBREWAL	NON -PROMOTER	80,000
13	RAMA KANT JOSHI	NON -PROMOTER	1,00,000
14	ADITYA JOSHI	NON -PROMOTER	1,00,000
15	MANJU JOSHI	NON -PROMOTER	50,000
16	ABHISHEK JOSHI	NON -PROMOTER	50,000
17	DINESH KUMAR SHARMA	NON -PROMOTER	75,000
18	REKHA DEVI	NON -PROMOTER	50,000
19	NITIN SHARMA	NON -PROMOTER	75,000
20	POONAM	NON -PROMOTER	50,000
21	NIKHIL SHARMA	NON -PROMOTER	50,000
22	UDAY SHARMA	NON -PROMOTER	65,000
23	RANI SHARMA	NON -PROMOTER	65,000
24	PUJA TRIVEDI	NON -PROMOTER	50,000
25	DINESH TRIVEDI	NON -PROMOTER	78,140
26	JITENDRA TRIVEDI	NON -PROMOTER	75,000
27	SUNITA TRIVEDI	NON -PROMOTER	75,000

***DetailsofUltimateBeneficiaryOwners:**

SR.NO	NAMEOFTHEPROPOSEDALLOCOTTEES	NOOF EQUITY SHARES	NAMEOFTHEULTIMATE BENEFICIARYOWNERS
1	RICHWAY FINANCIAL SERVICES PVT LTD*	3,50,000	AKANSHA JOSHI
2	SPICE FUEL VENTURES PRIVATE LIMITED*	3,50,000	KEYA GHOSH

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the **17-12-2024**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“**EOGM**”) and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the BSE where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii All Subscription Shares to be allotted by way of preferential issue shall be made fully paid-up at the time of the allotment.
- iii The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- iv The Subscription Shares so offered, issued and allotted will be listed on the BSE, subject to receipt of necessary regulatory permissions and approvals as the case may be;
- v The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of fifteen (15) days from the date of passing of special resolution, provided that the allotment will be made only upon receipt of in principal approval from the Stock Exchange i.e., BSE, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws and where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to BSE and/or SEBI or the Central Government, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;
- vi The Subscription Shares so offered, issued and allotted shall not exceed the number as approved hereinabove.
- vii The Equity Shares shall be allotted in dematerialized form only.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘**Form PAS-4**’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. BSE.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and

advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

3. Approval for change of designation of Mrs. Sonu Agarwal (DIN: - 09065415) from Non- Executive Independent Director to Non- Executive Non-Independent director on the Board of Directors of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the ‘Companies Act, 2013 (‘the Act’)’ (including any statutory modification or reenactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their meeting held on December 18, 2024, consent of the members in terms of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the Change of designation, be and is hereby accorded for the change of designation of Mrs. Sonu Agarwal (DIN: - 09065415), from Non- Executive Independent Director to Non- Executive Non-Independent director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**BY ORDER OF THE BOARD,
FOR HI-KLASS TRADING AND INVESTMENT LTD**

**NEHA KEDIA
COMPANY SECRETARY AND COMPLIANCE OFFICER
DATE: 18-12-2024**

REGISTERED OFFICE:

24, Office No. 15, Rehman Building, 2nd Floor,
Veer Nariman Road, Fort, Mumbai – 400001

NOTES:

1. In Compliance with a General Circular No 10/2022 dated 28.12.2022 & General Circular No 11/2022 dated 28.12.2022 MCA the forthcoming EOGM will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM.
2. Please refer to the Explanatory Statements for resolutions mentioned under item number 1 to 3 of the notice dated 18-12-2024.
3. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
4. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members holding share certificate(s) in multiple accounts in identical names, or joint accounts in the same order of names, are requested to apply to the Company's RTA for consolidation of such shareholding into one account.
7. The shares of the Company are under compulsory Demat trading. Also, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the securities of listed companies can only be transferred in dematerialized form, except in the case of transmission or transposition of securities. Members holding shares in physical form are advised to convert their shares into dematerialized form.
8. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Since, the EOGM is being held through Video-Conference, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars. Hence, the Proxy

Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the EOGM venue is also dispensed with.

10. The Notice of the EOGM will be sent to those Members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on **20-12-2024**, and whose e-mail IDs are registered with the Company, their Depository Participants (DP) or CDSL.
11. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of the businesses as set out above and details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India in respect of a Director seeking appointment/re-appointment at the Annual General Meeting, is annexed hereto and forms part of the Notice.
12. Company has engaged the services of CDSL. The Board of Directors of the Company has appointed **CS Mayur More, Proprietor Mayur More & Associates, Practicing Company Secretary ACS no 35249 CP no 13104 as Scrutinizer for Extra Ordinary General Meeting of the Company** as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. **The e-voting period begins on 14-01-2025 at 9.00 AM and ends on 16-01-2025 at 5.00 PM.**
13. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the EOGM through e-voting facility. Body corporates are entitled to appoint authorized representative(s) to attend the EOGM through VC/ OAVM and to cast their votes through remote e-voting / e-voting at the e-EOGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization.
14. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at CS.mayurmore@gmail.com; with a copy marked to Scrutinizer on or before 13-01-2025, up to 5:00 pm without which the vote shall not be treated as valid.
15. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Capital of the Company as on the cut-off date is 10-01-2025.
16. The Scrutinizer shall, after the conclusion of voting at the EOGM, unblock the votes cast through remote e-voting and votes cast at the EOGM, in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of EOGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairperson of the Company or, in his absence to his duly authorized Director / officer, who shall countersign the Scrutinizer's Report and declare the result. The Chairperson shall declare the results within forty- eight hours of the conclusion of the meeting.
17. The Scrutinizer's decision on the validity of the votes shall be final and binding.

18. The result along with the Scrutinizer's report shall be placed on the website of the Company www.hiklass.co.in and on CDSL's website (www.evotingindia.com) immediately after the result is declared and shall simultaneously be forwarded to the BSE where the Company's shares are listed.
19. A recorded transcript of the EOGM shall be maintained by the Company and be made available on the website of the Company www.indiasteel.in in the 'Investor Section', as soon as possible, after the conclusion of the meeting.
20. Resolutions will be deemed to be passed on the EOGM date, subject to receipt of the requisite number of votes in favour of the resolutions.
21. Non-resident Indian shareholders are requested to inform about the following to the Company or NSDL or the concerned DP, as the case may be, immediately of:
22. The change in the residential status on return to India for permanent settlement;
23. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
24. All documents referred to in the accompanying notice shall be available for inspection from the date of circulation of this notice up to the date of the EOGM. These documents, along with the extracts from the Register of Directors and Key Managerial Personnel & their shareholding, and the Register of Contracts & Arrangements in which Directors are interested, shall be available for inspection in electronic mode during the meeting to any person having the right to attend the meeting by logging on to "www.evotingindia.com". Members seeking to inspect such documents can send an email to info@hiklass.co.in.
25. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) of every participant in the securities market. The shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).
26. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at www.indiasteel.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE at (www.bseindia.com) respectively.
27. The EOGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e., www.evotingindia.com.
28. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its Members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.

29. Members who hold shares in physical form are requested to send their e-mail address to the info@hiklass.co.in and support@purvashare.com.
30. The Notice of the EOGM dated 18-12-2024 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. M/s. Purva Shareregistry (India) Private Limited, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
31. The Securities and Exchange Board of India (SEBI) has mandated the submission of 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 the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

1. The remote e-voting period begins on 14-01-2025 at 09:00 A.M. and ends on 16-01-2025 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10-01-2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10-01-2025.
2. Once the vote on a resolution is cast by the Members, the member shall not be allowed to change it subsequently.
3. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. M/s. Mayur More and Associates Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Results declared along with the Scrutinizer's Consolidated Report shall be placed on the Company's website info@hiklass.co.in and on the website of CDSL.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
7. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system on the date of the EGM/AGM will be provided by CSDL.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.hiklass.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com
11. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are “https://web.cdslindia.com”/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on “www.cdslindia.com” home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.co or contact at 022- 23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS AND MEMBERS HOLDING SHARES IN PHYSICAL MODE ARE EXPLAINED HEREIN BELOW:

- i. The shareholders Should log on to the e-voting website www.evotingindia.com
- ii. Click on “Shareholders” tab.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders.) <ul style="list-style-type: none"> Members who have not updated their PAN with Company/Depository Participants are requested to use the first two letter of their name and the 8 digits of the sequences number in the PAN Field.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository or company please enter

	the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).
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vii. After entering these details appropriately, click on “SUBMIT” tab.

viii. 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.

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

x. Click on the EVSN for the relevant < Hi-Klass Trading and Investment Limited> on which you choose to vote.

xi. 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.

xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiii. 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.

xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Window phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.

xviii. Note for Non – Individual Shareholders and Custodians.

- Non – Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 a Compliance User should be created using the admin login and password. The Compliance User 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.
- xix. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. January 10, 2024 may follow the same instructions as mentioned above for e-voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at www.evotingindia.com, under help section or write an mail to helpdesk.evoting@cdslindia.com

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGHVC/OAVM ARE AS UNDER:

1. Members may access the platform to attend the AGM through VC “<https://us05web.zoom.us/j/82912333140?pwd=Dpik0Oz3mp2lXZ3aXgUw0yqnl0rem.1>” Meeting ID: **829 1233 3140** Passcode: **LAKx5U** of ZOOM. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@hiklass.co.in. The same will be replied by the company suitably.

6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at info@hiklass.co.in during the period, Tuesday, 14-01-2025 (9.00 a.m. IST) and Thursday, 16-01-2025 (5.00 p.m. IST)

Regd. Office:
HI-KLASS TRADING AND INVESTMENT LIMITED,
24, Office No. 15, Rehman Building, 2nd Floor, Veer
Nariman Road, Fort, Mumbai 400001.

Place: Mumbai
Date: 18-12-2024

BY ORDER OF THE BOARD OF DIRECTORS
FOR HI-KLASS TRADING AND INVESTMENT
LIMITED

SD/-

NEHA KEDIA
COMPANY SECRETARY AND COMPLIANCE
OFFICER

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the items of special business at Resolutions of the Notice and the same should be taken as forming part of the notice.

Item No. 1:

Approval to the increase in the Authorized Share Capital & consequential amendment to the Memorandum of Association of the Company.

The Current Authorized Share Capital of your Company stands at Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lakhs Only) divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of Face Value of Re. 5/- (Rupees Five) each to Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of face value of Re. 5/- (Rupees Five Only) each by addition of 20,00,000 (Twenty Lakhs) Equity Shares of face value of Rs. 5/- (Rupees Five Only).

The Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. to Rs. 7,50,00,000 /- (Rupees Seven Crores Fifty Lakhs Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of face value of Rs. 5/- (Rupees Five Only)."

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 05.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays) from the date of dispatch of this Notice till the last date fixed for e-voting. The same is also available at the website of the Company at www.hiklass.co.in.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

Item No. 2: Approval for the Issuance of 80,00,000 Equity Shares on preferential basis to Promoters and Non-Promoters

The Special Resolution contained in Item No. 2 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot to Promoters and Non-Promoters up to 80,00,000 Equity shares of face value of Rs. 5/- each at an issue price of Rs. 10/- each on cash basis.

The Board of Directors of the Company ("**Board**") in their meeting held on December 18, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 80,00,000 Equity shares of face value of Rs 5/- each at an issue price of Rs. 10/- each on preferential basis to the Proposed Allottees as mentioned in the resolution no. 2 in such form and manner and in accordance with the provisions of SEBI ICDR Regulations.

The Board of Directors of the Company (“**Board**”) in their meeting held on December 18, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 80,00,000 Equity shares of face value of Rs 5/- each at an issue price of Rs. 10/- each on preferential basis to the Proposed Allottees as mentioned in the resolution no. 2 in such form and manner and in accordance with the provisions of SEBI ICDR Regulations.

As per Companies Act, 2013 and Rules made there under (“**Companies Act**”), and in accordance with the provisions of the SEBI ICDR Regulations as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the SEBI ICDR Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Issue:

For issue related to Resolution No. 2: The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the Capital Investment, Long term Working Capital and Repayment of Debt, General Corporate purposes or such other objects, as the Board may from time to time decide in the best interest of the Company.

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board of Directors of the Company (“**Board**”) in their meeting held on December 18, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 80,00,000 Equity shares of face value of Rs. 5/- each at an issue price of Rs. 10/- each on preferential basis to the Proposed Allottees.

c) Proposed time within which the preferential issue shall be completed

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares on or before the expiry of 15 (fifteen) days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central government, then the allotment shall be completed within 15 (fifteen) days from the date of receipt of last of such approvals.

d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

None of the directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above except as mentioned under proposed allottees list.

Following Promoters / KMPs’ are intending to subscribe to the Preferential issue:

Sr.No.	Name	Category	Quantity
1	NICOINDIA CONSULTANCY LLP	Promoter	24,86,720

***Details of Ultimate Beneficiary Owners:**

Sr.No	NameoftheProposedAllottees	Noof Equity Shares	NameofUltimateBeneficiary Owners
1	NICOINDIA CONSULTANCY LLP	24,86,720	SUMAN JAIN

- e) The current and proposed status of the allottee(s) post the preferential issues namely, promoters or non-promoters

Sr.No.	Name	Pre-Preferential Allotment		Preferential AllotmentOfEquity Shares		Post Preferential AllotmentOfEquity Shares	
		Holding	%	Holding	%	Holding	%
1	JYOTI HARESH MOTANI	0	0.00	3,20,140	4.00	3,20,140	2.25
2	BHAKTI NIKUNJ CHOKSHI	0	0.00	3,25,000	4.06	3,25,000	2.29
3	DHRUV VIJAYKUMAR PUJARA	0	0.00	3,25,000	4.06	3,25,000	2.29
4	ANKITA VIJAYKUMAR PUJARA	0	0.00	3,25,000	4.06	3,25,000	2.29
5	LALIT KABRA	0	0.00	6,00,000	7.50	6,00,000	4.22
6	KRISHNA KABRA	0	0.00	6,00,000	7.50	6,00,000	4.22
7	PREETI KRISHNA KABRA	0	0.00	5,75,000	7.19	5,75,000	4.05
8	PUSHPA KABRA	0	0.00	5,75,000	7.19	5,75,000	4.05
9	RICHWAY FINANCIAL SERVICES PVT LTD*	3,00,000	4.83	3,50,000	4.38	6,50,000	4.57
10	SPICE FUEL VENTURES PRIVATE LIMITED*	3,00,000	4.83	3,50,000	4.38	6,50,000	4.57
11	BISHNU KUMAR TIBREWAL	1,62,000	2.61	80,000	1.00	2,42,000	1.70
12	ANISHA TIBREWAL	1,45,000	2.33	80,000	1.00	2,25,000	1.58
13	RAMA KANT JOSHI	0	0.00	1,00,000	1.25	1,00,000	0.70
14	ADITYA JOSHI	0	0.00	1,00,000	1.25	1,00,000	0.70
15	MANJU JOSHI	0	0.00	50,000	0.63	50,000	0.35
16	ABHISHEK JOSHI	0	0.00	50,000	0.63	50,000	0.35
17	DINESH KUMAR SHARMA	0	0.00	75,000	0.94	75,000	0.53
18	REKHA DEVI	0	0.00	50,000	0.63	50,000	0.35
19	NITIN SHARMA	0	0.00	75,000	0.94	75,000	0.53
20	POONAM	0	0.00	50,000	0.63	50,000	0.35
21	NIKHIL SHARMA	0	0.00	50,000	0.63	50,000	0.35
22	UDAY SHARMA	0	0.00	65,000	0.81	65,000	0.46
23	RANI SHARMA	0	0.00	65,000	0.81	65,000	0.46
24	PUJA TRIVEDI	0	0.00	50,000	0.63	50,000	0.35
25	DINESH TRIVEDI	1,35,000	2.17	78,140	0.98	2,13,140	1.50
26	JITENDRA TRIVEDI	0	0.00	75,000	0.94	75,000	0.53
27	SUNITA TRIVEDI	0	0.00	75,000	0.94	75,000	0.53
28	NICOINDIA CONSULTANCY LLP	0	0	24,86,720	31.08	24,86,720	17.50

*DetailsofUltimateBeneficiaryOwners:

Sr.No	NameoftheProposedAllottees	Noof Equity Shares	NameofUltimateBeneficiary
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			Owners
1	RICHWAY FINANCIAL SERVICES PVT LTD*	3,50,000	AKANSHA JOSHI
2	SPICE FUEL VENTURES PRIVATE LIMITED*	3,50,000	KEYA GHOSH

- f) **Relevant Date:** In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares, December 17, 2024, being the date 30 days prior to the date of this Extra Ordinary General Meeting.

g) **Pricing of the Issue:**

The Equity Shares of the Company are listed at the BSE Platform ("BSE"). There is In-frequent trading of shares of the Company on BSE. In terms of Regulation 164 of the SEBI ICDR Regulations, 2018, where the shares are in frequently traded, the price determined by the Issuer shall take into account valuation as prescribed under Regulation 164 of the SEBI ICDR Regulations, 2018.

Hence, Company has taken certificate Mr. Sanjay Jhaharia, Registered Valuer-Securities/Financial Assets IBBI Registration No. IBBI/RV/06/2019/11595 dated 18-12-2024 and the same is available at the website of the Company at "www.hiklass.co.in".

- h) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.**

Sr.No	Name of the Proposed Allottees	No. of Equity Shares	Name of Ultimate Beneficiary Owners
1	NICOINDIA CONSULTANCY LLP	24,86,720	SUMAN JAIN
2	RICHWAY FINANCIAL SERVICES PVT LTD*	3,50,000	AKANSHA JOSHI
3	SPICE FUEL VENTURES PRIVATE LIMITED*	3,50,000	KEYA GHOSH

Shareholding Pattern before and after the preferential issue:

Sr. No.	Category	Pre Issue		Issue of Equity Shares		Post Issue of Equity Shares	
(A)	Shareholding of Promoter and Promoter Group	No. of Shares	(%) of Holding	No. of Share	(%) of holding	No. of Shares	(%) of holding
1	Indian						
(a)	Individuals/ Hindu Undivided Family	1777000	28.60%	-	-	1777000	12.50%
(c)	Bodies Corporate	-	-	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Others (Specify)						
	Limited Liability Partnership (LLP)	-	-	2486720	31.08%	2486720	17.50%
	Sub Total(A)(1)	1777000	28.60%	2486720	31.08%	4263720	30.00%
2	Foreign						

A	Individuals (Non-Residents Individuals / Foreign Individuals)	-	-	-	-	-	-
B	Bodies Corporate	-	-	-	-	-	-
C	Institutions	-	-	-	-	-	-
D	Any Other (specify)	-	-	-	-	-	-
	Sub Total(A)(2)	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1777000	28.60%	2486720	31.08%	4263720	30.00%

Sr. No.	Category	Pre Issue		Issue of Equity Shares on Cash Basis		Post Issue of Equity Shares	
		No. of Shares	(%) of holding	No. of Share	(%) of holding	No. of Share	(%) of holding
(B)	Public shareholding						
1	Institutions	-	-	-	-	-	-
(a)	Mutual Funds/ UTI	-	-	-	-	-	-
(b)	Foreign Institutions	-	-	-	-	-	-
	Alternate Investment Funds	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-
2	Non-institutions	-	-	-	-	-	-
(a)	Bodies Corporate	2875700	46.29%	700000	8.75%	3575700	25.16%
(b)	Non-Resident Indians (NRIs)	-	-	-	-	-	-
(c)	Foreign Companies	-	-	-	-	-	-
(d)	Individuals	1559700	25.11%	4813280	60.17%	6372980	44.84%
(e)	Any other (specify)	-	-	-	-	-	-
	Hindu Undivided Family (HUF)	-	-	-	-	-	-
	Limited Liability Partnership (LLP)	-	-	-	-	-	-
	TRUST	-	-	-	-	-	-
	Sub-Total (B)(2)	4435400	71.40%	5513280	68.92%	9948680	70%
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	4435400	71.40%	5513280	68.92%	9948680	70%
	TOTAL (A)+(B)	6212400	100%	8000000	100%	14212400	100%
(C)	Shares held by Custodians and against which Depository Receipts have been issued						
1	Promoter and Promoter Group	-	-	-	-	-	-
2	Public	-	-	-	-	-	-
	Sub-Total (C)	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	6212400	100%	8000000	100%	14212400	100%

i) **Lock-in Period:** The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the relevant date December 17, 2024 up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

j) Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Issue under Chapter V of SEBI ICDR Regulations.
- Since the Equity Shares of the Company have been listed on the BSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

k) Certificate of Practicing Company Secretary: The certificate from, **CS Mayur More, Practicing Company Secretary**, certifying that the Preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be made available for inspection by the Members through electronic mode, on all working days during business hours from **18-12-2024 till 17-01-2025** at the Company website at www.hiklass.co.in

l) The percentage (%) of Post Preferential Issue Capital that may be held by the Proposed allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees as mentioned in table below and there shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sr.No	Name	Pre-Preferential Allotment		Preferential Allotment Of Equity Shares		Post Preferential Allotment Of Equity Shares	
		Holding	%	Holding	%	Holding	%
1	JYOTI HARESH MOTANI	0	0.00	3,20,140	4.00	3,20,140	2.25
2	BHAKTI NIKUNJ CHOKSHI	0	0.00	3,25,000	4.06	3,25,000	2.29
3	DHRUV VIJAYKUMAR PUJARA	0	0.00	3,25,000	4.06	3,25,000	2.29
4	ANKITA VIJAYKUMAR PUJARA	0	0.00	3,25,000	4.06	3,25,000	2.29
5	LALIT KABRA	0	0.00	6,00,000	7.50	6,00,000	4.22
6	KRISHNA KABRA	0	0.00	6,00,000	7.50	6,00,000	4.22

Sr.No	Name	Pre-Preferential Allotment		Preferential AllotmentOfEquity Shares		Post Preferential AllotmentOfEquity Shares	
		Holding	%	Holding	%	Holding	%
7	PREETI KRISHNA KABRA	0	0.00	5,75,000	7.19	5,75,000	4.05
8	PUSHPA KABRA	0	0.00	5,75,000	7.19	5,75,000	4.05
9	RICHWAY FINANCIAL SERVICES PVT LTD*	3,00,000	4.83	3,50,000	4.38	6,50,000	4.57
10	SPICE FUEL VENTURES PRIVATE LIMITED*	3,00,000	4.83	3,50,000	4.38	6,50,000	4.57
11	BISHNU KUMAR TIBREWAL	1,62,000	2.61	80,000	1.00	2,42,000	1.70
12	ANISHA TIBREWAL	1,45,000	2.33	80,000	1.00	2,25,000	1.58
13	RAMA KANT JOSHI	0	0.00	1,00,000	1.25	1,00,000	0.70
14	ADITYA JOSHI	0	0.00	1,00,000	1.25	1,00,000	0.70
15	MANJU JOSHI	0	0.00	50,000	0.63	50,000	0.35
16	ABHISHEK JOSHI	0	0.00	50,000	0.63	50,000	0.35
17	DINESH KUMAR SHARMA	0	0.00	75,000	0.94	75,000	0.53
18	REKHA DEVI	0	0.00	50,000	0.63	50,000	0.35
19	NITIN SHARMA	0	0.00	75,000	0.94	75,000	0.53
20	POONAM	0	0.00	50,000	0.63	50,000	0.35
21	NIKHIL SHARMA	0	0.00	50,000	0.63	50,000	0.35
22	UDAY SHARMA	0	0.00	65,000	0.81	65,000	0.46
23	RANI SHARMA	0	0.00	65,000	0.81	65,000	0.46
24	PUJA TRIVEDI	0	0.00	50,000	0.63	50,000	0.35
25	DINESH TRIVEDI	1,35,000	2.17	78,140	0.98	2,13,140	1.50
26	JITENDRA TRIVEDI	0	0.00	75,000	0.94	75,000	0.53
27	SUNITA TRIVEDI	0	0.00	75,000	0.94	75,000	0.53
28	NICOINDIA CONSULTANCY LLP	0	0	24,86,720	31.08	24,86,720	17.50

m) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil

n) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:Not Applicable

o) Principal terms of assets charged as securities:Not Applicable.

p) Other disclosures:

- During this financial year, the Company has not made any preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No. 3:

Approval for change of designation of Mrs. Sonu Agarwal (DIN: - 09065415) from Non- Executive Independent Director to Non- Executive Non-Independent director on the Board of Directors of the Company

The Board of Directors of the Company ('the Board') at its meeting held on December 18, 2024, based on the recommendation of the Nomination & Remuneration Committee of the Board (the Committee), recommended for the approval of the Members, the Change of designation of Mrs. Sonu Agarwal (DIN: - 09065415), from Non- Executive Independent Director to Non- Executive Non-Independent director on the Board of Directors of the Company as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

However, in terms of the amended Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that the approval of shareholders for Change of Designation of the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations. Mrs. Sonu Agarwal has given his consent to act as a Non- Executive Non-Independent director of the Company pursuant to Section 152 of the Act. The Company has received a Notice under Section 160 of the Act from a Member signifying his candidature as a Non- Executive Non-Independent director of the Company.

Mrs. Sonu Agarwal is not disqualified from being appointed as a Non- Executive Non-Independent director of the Company in terms of Section 164 of the Companies Act 2013 read with applicable rules made thereunder and has given his consent to act as a Non-Executive and Non-Independent Director of the Company.

Mrs. Sonu Agarwal has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

Registered Office:

**HI-KLASS TRADING AND INVESTMENT LIMITED,
24, Office No. 15, Rehman Building, 2nd Floor, Veer
Nariman Road, Fort, Mumbai 400001.**

**Place: Mumbai
Date: 18-12-2024**

BY ORDER OF THE BOARD OF DIRECTORS

**FOR HI-KLASS TRADING AND INVESTMENT
LIMITED**

SD/-

**NEHA KEDIA
COMPANY SECRETARY AND COMPLIANCE OFFICER**