

# HI-KLASS TRADING AND INVESTMENT LIMITED

Regd Off: 02, Shanti Kutir Building, Shivaji Road, Off M G Road, Kandivali West, Mumbai - 400067

CIN: L51900MH1992PLC066262, Website: [www.hiklass.co.in](http://www.hiklass.co.in)

Contact: 8100121394, Email ID: [info@hiklass.co.in](mailto:info@hiklass.co.in)

**September 03, 2025**

To,  
The Manager  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers, 1st Floor  
Dalal Street,  
Mumbai – 400 001

**Scrip Code in BSE: 542332**

**Sub: - Submission of Notice of 32nd Annual General Meeting & Annual Report for the Financial Year 2024-25**

Pursuant to Regulations 30, 34 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith a copy of the Notice dated September 01, 2025, convening the 32nd Annual General Meeting (AGM) of the Company on Saturday September 27, 2025 at 12:30 P.M. and Annual Report of the Company for the Financial Year 2024-25.

In accordance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Notice of AGM along with Annual Report for the Financial Year 2024-25 are being dispatched in electronic mode only to the Members whose email IDs are registered with the Company / Registrar and Transfer Agent / Depository Participants.

Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available, is being sent to that shareholder whose e-mail addresses are not registered with Company/RTA/Depository Participants.

The Notice of AGM along with the Annual Report for the Financial Year 2024-25 is also available on the website of the Company at [www.hiklass.co.in](http://www.hiklass.co.in)

This is for your information and record.

***For Hi-Klass Trading and Investment Limited***

SANJAY  
KUMAR  
JAIN

Digitally signed by  
SANJAY KUMAR  
JAIN  
Date: 2025.09.03  
14:15:51 +05'30'

Sanjay Kumar Jain  
**Managing Director**  
DIN: 00415316

**NOTICE**

Notice is hereby given that the Thirty-Second (32nd) Annual General Meeting of the Members of M/s **HI-KLASS TRADING & INVESTMENT LIMITED** will be held on Saturday, 27th September, 2025, at 12.30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

**Item No. 1**

**To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Directors and Auditors thereon and, in this regard,**

To consider and if thought fit, to pass the following resolution, with or without modifications as an **ordinary resolution**.

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of the Directors' and the Auditors' thereon, as circulated to the members, be and are hereby considered and adopted"

**Item No. 2**

**To appoint a Director in place of Mr. Sanjay Kumar Jain (DIN: 00415316), who retires by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sanjay Kumar Jain (DIN: 00415316), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

**Item No. 3**

**To appoint Mrs. Prachi Todi, Practising Company Secretaries, to conduct Secretarial Audit for a term of 5 (five) consecutive years and authorise the Board of Directors to fix remuneration**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**: -

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“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the “Board”) accorded at their respective meetings held on May 29, 2025, Mrs. Prachi Todi, Practicing Company Secretary (Membership No. A53022, be and is hereby appointed to conduct the Secretarial Audit of the Company, for a term of 5 (five) consecutive years commencing from April 1, 2025, at such remuneration as set out in the Statement annexed hereto.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to vary, alter, enhance or widen the remuneration payable to Mrs. Prachi Todi, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.

**FURTHER RESOLVED THAT** the Board be and is hereby also authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

**ITEM No. 4**

**Appointment Of Mr. Navin Kumar Jain as an Independent Non-Executive Director of The Company.**

To consider and if thought fit, to pass the following resolution, with or without modifications, as Special Resolution “

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) for the time being in force, Mr. Navin Kumar Jain holding DIN: 08464298, who was appointed as an Additional Director of the company w.e.f. 01/09/2025 in the category of Non-Executive Independent Director and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director on the Board of the Company w.e.f 01/09/2025 for a period of five years and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 149, 152 read with Schedule IV and other applicable provisions of the Act and rules made there under, Mr. Navin Kumar Jain be paid sitting fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Sanjay Kumar Jain, Managing Director and/or Mrs. Neha Kedia, Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, and to sign and execute all

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necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies.”

**Item No. 5**

**Regularization of Mr. Dipak Sundarka (Din: 05297111) as a Non-Executive and Non-Independent Director**

**To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution**

“**RESOLVED** that pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Dipak Sundarka (DIN: 05297111), who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) with effect from 9th July, 2025 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of section 149, 152 read with Schedule IV and other applicable provisions of the Act and rules made there under, Mr. Dipak Sundarka be paid such fees and remuneration as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Sanjay Kumar Jain, Managing Director and/or Mrs. Neha Kedia, Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies.”

**Item No. 6**

**Approval to the increase the Authorised 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

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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. 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 to Rs. 17,50,00,000/- (Rupees Seventeen Crores Fifty Lakhs Only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity shares of face value of Rs. 5/- (Rupees Five Only) each by addition of 2,00,00,000 (Two Crore) Equity Shares of face value of Rs. 5/- (Rupees Five 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. 17,50,00,000 /- (Rupees Seventeen Crores Fifty Lakhs Only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity shares of face value of Rs. 5/- (Rupees Five Only).”***

**RESOLVED FURTHER THAT** the Articles of Associations of the Company be and here by stands suo motto altered in line with the Clause V with reference to the Authorized Share Capital of the Company.

**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.”

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

**Item No 7**

**To Consider And Approve Issue Of 2,00,00,000 Convertible Warrants To The On Preferential Basis For Consideration In Cash To Promoters And Non-Promoters**

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 Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications or re-enactments thereof for the time being in force) (“the Act”), and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and

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Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Code”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), and the Stock Exchange(s) where the equity shares of the Company are listed (“Stock Exchange”), and/or any other competent authorities (collectively referred to as “Applicable Regulatory Authorities”), and subject to the Listing Agreement entered into by the Company with the Stock Exchange, and subject to such approvals, consents, permissions, and/or sanctions, if any, as may be required from any Applicable Regulatory Authorities, and subject to such terms, conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board,” which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, corrections, changes, and variations as the Board may deem fit in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot and deliver, in one or more tranches, up to 2,00,00,000 (Two Crore) Fully Convertible Warrants (“Warrants”) of face value Rs. 5/- each at an issue price of Rs. 25/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 5/- (Rupees Five only) each of the Company (“Equity Shares”) at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crores only) for cash to the proposed allottees as detailed below, on a preferential basis, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as the Board may deem fit, in its absolute discretion, without requiring any further consent or approval of the Members.”

Details of Proposed Warrant Allottees:-

Name of the Proposed Allottee	Category	Pre-Pref Holding		Maximum Number of Proposed to be issued and allotted	Post-Pref Holding	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
Nico India Consultancy LLP	Promoter	24,86,720	17.50%	46,75,000	71,61,720	20.93%
Vatsala Jain	Non-Promoter	-	0.00%	1,00,000	1,00,000	0.29%
Nirjara Jain	Non-Promoter	-	0.00%	1,00,000	1,00,000	0.29%
Rajika Jain	Non-Promoter	-	0.00%	1,00,000	1,00,000	0.29%

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Prem Lata Jain	Non-Promoter	-	0.00%	1,12,500	1,12,500	0.33%
Chandra Prakash Jain	Non-Promoter	-	0.00%	8,00,000	8,00,000	2.34%
Reena Jain	Non-Promoter	-	0.00%	8,00,000	8,00,000	2.34%
Sanjay Shah	Non-Promoter	-	0.00%	4,00,000	4,00,000	1.17%
Ashok Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Manju Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Lokesh Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Vidhi Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Jugal Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Sangeeta Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Krishna Kabra Huf	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Dinesh Goyal	Non-Promoter	-	0.00%	4,00,000	4,00,000	1.17%
Yatharth Goyal	Non-Promoter	-	0.00%	3,00,000	3,00,000	0.88%
Harshit Goyal	Non-Promoter	-	0.00%	3,00,000	3,00,000	0.88%
Rashmi Goyal	Non-Promoter	-	0.00%	4,00,000	4,00,000	1.17%
Hilltop Helathccare Centre Limited	Non-Promoter	-	0.00%	2,00,000	2,00,000	0.58%
Archana Tanwar	Non-Promoter	-	0.00%	4,00,000	4,00,000	1.17%
Amit Kumar Jain	Non-Promoter	-	0.00%	8,40,000	8,40,000	2.46%
Spice Fuel Ventures Private Limited	Non-Promoter	6,50,000	4.57%	10,00,000	16,50,000	4.82%
Richway Financial Services Private Limited	Non-Promoter	6,50,000	4.57%	10,00,000	16,50,000	4.82%
Starwings Realtors Private Limited	Non-Promoter	-	0.00%	16,00,000	16,00,000	4.68%
Dipak Kumar Bajaj	Non-Promoter	-	0.00%	4,00,000	4,00,000	1.17%
Nitu Bajaj	Non-Promoter	-	0.00%	3,25,000	3,25,000	0.95%

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Nand Kishore Saraf	Non-Promoter	1,15,000	0.81%	60,000	1,75,000	0.51%
Ritu Saraf	Non-Promoter	1,00,000	0.70%	50,000	1,50,000	0.44%
Sarita Saraf	Non-Promoter	95,000	0.67%	50,000	1,45,000	0.42%
Uday Sharma	Non-Promoter	1,55,000	1.09%	60,000	2,15,000	0.63%
Manoj Saraf	Non-Promoter	2,32,900	1.64%	60,000	2,92,800	0.86%
Aditya Joshi	Non-Promoter	1,25,000	0.88%	40,000	1,65,000	0.48%
Rahul Bajaj	Non-Promoter	-	0.00%	1,77,500	1,77,500	0.52%

**“RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 28th August 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Extraordinary General Meeting.”

**“RESOLVED FURTHER THAT** the Equity Shares to be allotted to the Proposed Warrant Allottee upon conversion of warrants shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares upon exercise of such Warrants shall be subject to the following terms and conditions, in addition to other terms as may be prescribed under applicable laws:

1. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant. The remaining 75% shall be payable at the time of exercise of the Warrant and allotment of Equity Shares. The amount paid shall be adjusted against the issue price of the resultant Equity Shares.
2. Each Warrant shall entitle the holder to apply for and be allotted 1 (One) Equity Share of face value Rs.5/- (Rupees Five only) at any time within 18 (Eighteen) months from the date of allotment (the "Warrant Exercise Period").
3. The Warrants and the Equity Shares allotted upon their conversion shall be subject to lock-in, as specified under the SEBI ICDR Regulations.
4. The Warrants shall be allotted in dematerialized form within 15 (Fifteen) days from the date of passing this resolution, provided that if any required regulatory approvals are pending, such allotment shall be made within 15 days from receipt of the last such approval.
5. The number of Equity Shares and issue price shall be subject to adjustments, as may be permitted under applicable regulations, in the event of corporate actions like bonus issue, stock split, rights issue, etc.



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6. The Warrants and the Equity Shares arising on conversion shall not be transferred, hypothecated or encumbered during the lock-in period except as permitted under applicable laws.
7. The right to exercise Warrants may be exercised by the holder in one or more tranches within the Warrant Exercise Period by submitting a written notice along with payment of the balance amount. The Company shall allot the corresponding Equity Shares in dematerialized form, without further approval of the Members.
8. The Equity Shares issued upon conversion shall rank pari passu in all respects with existing Equity Shares, including dividend and voting rights, and shall be subject to applicable laws and the Articles of Association of the Company.
9. In the event the holder fails to exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the 25% upfront amount paid shall stand forfeited by the Company.
10. Until conversion, Warrants shall not carry any rights of shareholders of the Company.
11. The Warrants shall be subject to adjustment in case of any corporate action during the interim period as per SEBI ICDR Regulations or other applicable laws.
12. The Equity Shares arising on conversion shall be listed on the Stock Exchange where the Company's equity shares are listed, subject to necessary regulatory approvals.
13. The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
14. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.
15. The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed warrant allottees through a private placement offer cum application letter in the format of Form PAS-4 immediately after the passing of this resolution, with the stipulation that allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required upon exercise of the Warrants by the holders.”

**“RESOLVED FURTHER THAT** in accordance with the SEBI ICDR Regulations and applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the Warrants issue, as it may deem fit, and to record the names and details of the proposed warrants allottees in Form PAS-5, and to make an offer to the allottees through Form PAS-4, without requiring any further approval of the Members.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, or expedient, including but not limited to issuing clarifications, settling any doubts or questions, modifying terms, entering into agreements, obtaining listing and trading approvals, appointing intermediaries, and making necessary filings with the Registrar of

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Companies, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without seeking further approval from the Members.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred under this resolution to any Committee of the Board, Director(s), Company Secretary, or any officer(s) of the Company to do all such acts, deeds, and things as may be necessary to give effect to the foregoing resolutions, including executing documents, appearing before regulatory authorities, and appointing professionals and advisors as may be required

**Place:** Mumbai

**For and on behalf of the Board of Directors**

**Date:** 01.09.2025

**Neha Kedia**  
**Company Secretary & Compliance Officer**  
**M.No. A36732**

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**Notes:**

- 1.** In continuation of Ministry's General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), MCA vide its General Circular No. 09/2024 dated September 19, 2024 has allowed companies, whose Annual General Meetings ("AGM") are due in the year 2025, to conduct their Annual General Meetings on or before 30th September, 2025 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
- 2.** The proceedings of the 32nd Annual General Meeting shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- 3.** Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4.** Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at [csprachi92@gmail.com](mailto:csprachi92@gmail.com).
- 5.** The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, the 21st day of September, 2025 to Saturday, the 27th day of September, 2025 (both days inclusive).
- 6.** Remote e-voting will commence on Wednesday, the 24th day of September 2025 at 9.00 a.m. and will end on Friday, the 26th day of September 2025 at 5.00 p.m. During this period shareholders of the Company may cast their vote electronically. The Company has fixed Saturday, 20th day of September 2025 as the cut-off date for determining voting right of shareholders entitled to participate in the e-voting process.
- 7.** Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Saturday, 20th day of September 2025 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.

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**8.** In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2025 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.

**9.** Electronic copy of the Notice and Annual Report of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

In terms of SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 and dated 19th September, 2024 and MCA Circulars owing to the difficulties involved in dispatching of physical/hard copies of full annual report to shareholders are being sent in electronic mode to members whose email address is registered with the Company or the Depository Participant (s). The members who have not updated their email address are requested to do so immediately since the requirement of sending physical copies of annual report are dispensed with.

**10.** The Securities and Exchange Board of India ("SEBI") vide its Circular dated 16th March, 2023 and 7th May, 2024 has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by physical holders of securities in prescribed forms. Relevant details and forms prescribed by SEBI in this regard are available on the website of the RTA.

**11.** In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

**12.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

**13.** Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Para 1.2.5 of Secretarial Standard 2, issued by The Institute of Company Secretaries of India, in respect of the Director seeking appointment and re-appointment at the Annual General Meeting, form an integral part of the notice. Directors have furnished the requisite declarations for their re-appointment.

**14.** Details under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Secretarial Auditors seeking appointment at the Annual General Meeting, form an integral part of the notice.

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**15.** The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

**16.** Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the Companies Act, 2013. The prescribed Form (Form SH 13) can be obtained from Companies RTA. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the RTA. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.

Members desiring to avail this facility may send their Nomination Form (in duplicate) duly filled in, to the Company or its Share Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt J.R. Boricha Marg Lower Parel (E) Mumbai 400 011, by quoting their respective Folio Numbers. These forms can be made available on request by the Registrar and Transfer Agent /Company.

**17.** Members may also note that the Notice of the 32nd Annual General Meeting, the Annual Report for 2024-25 will also be available on the Company's website [www.hiklass.co.in](http://www.hiklass.co.in) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE [www.bseindia.com](http://www.bseindia.com) and the website of CDSL (agency for providing the Remote e-Voting facility), as per protocol of respective exchange. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: [info@hiklass.co.in](mailto:info@hiklass.co.in). The same will be replied by the Company suitably.

**18.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, M/s. Purva Sharegistry (India) Pvt. Ltd. **("RTA") for assistance in this regard.**

**19.** In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

**20.** Only those persons who are Members of the Company as on the cut-off date i.e. 20.09.2025 will be able to attend the AGM through VC/OAVM and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

**21.** In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the Annual General Meeting of the Company (the AGM Notice). The detailed instructions specifying how to exercise their right to

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vote by 32th Annual Report 2024-25 electronic means (e-voting facility) on any or all of the business specified in the AGM Notice has been attached with notice separately.

**22.** Shareholders will be provided with the facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members Login by using the remote evoting credentials. The link for VC/OAVM will be available in shareholders/members Login where the EVSN of Company will be displayed.

**23.** The Scrutinizer will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company within 2 working days from the conclusion of the Annual General Meeting.

**24.** The Chairman shall declare the result forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.hiklass.co.in](http://www.hiklass.co.in) and on the website of CDSL and communicated to the stock exchange(s), immediately.

**THE INSTRUCTIONS FOR SHAREHOLDERS REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

1. The Remote e-voting will commence on Wednesday, the 24th day of September 2025 at 9.00 a.m. and will end on Friday, the 26th day of September 2025 at 5.00 p.m. During this period shareholders of the Company may cast their vote electronically. The Company has fixed 20.09.2025 as the cutoff date for determining voting right of shareholders entitled to participate in the e-voting process.

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. Mrs Prachi Todi Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

5. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.





(6) In terms of SEBI circular **no. SEBI/HOCFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<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 users to login to Easi / Easiest are requested to visit cdsI website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</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 &amp; 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 cdsI website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <b>NSDL Depository</b></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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</p> <div data-bbox="552 1381 1209 1575"> <p><b>NSDL Mobile App is available on</b></p> <div>  <b>App Store</b>  <b>Google Play</b> </div> <div>   </div> </div> <p>Shareholder/Member can also download NSDL Mobile App facility by scanning the QR code mentioned below for seamless voting experience:</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number</p>
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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**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
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**STEP 2. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:**

- i. The shareholders Should log on to the e-voting website [www.evotingindia.com](http://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](http://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"> <li>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.</li> </ul>
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"> <li>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).</li> </ul>

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.

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- 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](http://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](mailto: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](mailto: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. September 20th, 2025 may follow the same instructions as mentioned above for e-voting.
- xx. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

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- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting
- iii. If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the Meeting through VC/ OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.
- iv. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- v. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- vi. For better experience, we recommend that you join the session with high-speed wired internet connectivity. This prevents Wi-Fi dropouts and speed issue.
- vii. 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.
- viii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [pesclco@gmail.com](mailto:pesclco@gmail.com). The shareholders who do not wish to speak during the Annual General Meeting but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [pesclco@gmail.com](mailto:pesclco@gmail.com). These queries will be replied to by the company suitably by email.
- ix. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting
- x.. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e., on Saturday, September 27, 2025, subject to receipt of the requisite number of votes in favour of the Resolutions.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

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2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending Annual General Meeting & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**Place:** Mumbai  
**Date:** 01.09.2025

**For and on behalf of the Board of Directors**

**Neha Kedia**  
**Company Secretary & Compliance Officer**  
**M.No. A36732**

**ANNEXURE TO NOTICE**

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard on General Meetings and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**Item No 3.**

**Appointment of Secretarial Auditor**

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on 29th May, 2025, subject to the approval of the Members of the Company, approved appointment of Mrs Prachi Todi, Practicing Company Secretary (holding valid Certificate of Practice No. 22964) as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 upto Financial Year 2029-30.

On the recommendation of the Audit Committee, subject to the approval of Board and the Members the remuneration to the Secretarial Auditor is recommended to Rs. 50,000 to conduct the secretarial audit and provide other certificates required in accordance with the SEBI LODR Regulations, 2015 for the financial year 2025-26, which may be revised for remaining part of tenure as may be mutually agreed upon by the Board of Directors or person authorized by the Board of Directors and the Secretarial Auditor, in addition to taxes and re-imbursment of out of pocket expenses incurred in connection with the Secretarial Audit of the Company.

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise in providing Secretarial audit related services. Mrs. Prachi Todi is a Member of the Institute of Company Secretaries of India She is a Practicing Company Secretary in the field of Corporate Laws, Securities Laws & Corporate Governance and ROC Compliances. She is also associated with various listed and unlisted companies and has been assisting them in following corporate norms. Mrs Prachi Todi Practicing Company Secretary is also Peer Reviewed by the Institute of the Company Secretaries of India. She had consented to her appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India. Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends the resolution as set out in item no. 3 of the Notice, for the approval by the Members of the Company as an Ordinary Resolution.

**Item No. 4**

**Appointment of Mr. Navin Kumar Jain as a Non-Executive Independent Director of the company**

On recommendation of Nomination and Remuneration Committee, the Board of Directors pursuant to the provisions of Sections 149, 152, 161, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, read with Schedule IV to the Companies Act, 2013 has appointed Mr. Navin Kumar Jain as an Additional Director in the category of Non-Executive Independent Director of the company to hold the office for a period of five years w.e.f. 01/09/2025, not liable to retire by rotation, subject to the approval of the members of the company at the ensuing Annual General Meeting.

As an Additional Director Mr. Navin Kumar Jain will hold office till the date of the AGM and is eligible for being appointed as a Non-Executive Independent Director. The company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director on the Board of the Company.

The company has also received a declaration from Mr. Navin Kumar Jain confirming that he meets the criteria of independence as prescribed under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Navin Kumar Jain is also not disqualified from being appointed as director in terms of section 164 of the Act and has given his consent to act as Director of the company. In the opinion of the Board Mr. Navin Kumar Jain fulfills the conditions specified in the Companies Act, 2013 and Listing Regulations for appointment as Non-Executive Independent Director and he is independent of the management.

Mr. Navin Kumar Jain (DIN: 08464298) aged around 59 years is accomplished and dedicated finance and operations professional with over 30 years of progressive experience in accounting, administration, taxation, logistics, and production management across multiple industries. Demonstrated success in financial reporting, compliance, strategic planning, and operational leadership within group companies of an international conglomerate. Recognized for enhancing LD granules production and handling export logistics efficiently.

Except Mr. Navin Kumar Jain, 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.

The Board of Directors recommends the resolution at Item No. 4 of this Notice for your approval by Special Resolution in the interest of the company.

**Item No. 5**

**Appointment Of Mr. Dipak Sundarka (Din: 05297111) As Non-Executive, Non-Independent Director of the Company**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Dipak Sundarka (DIN: 05297111) as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from [July 09, 2025], pursuant to the provisions of Section 161(1) of the Companies Act, 2013 to hold office up to the date of the next Annual General Meeting of the Company pursuant to



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section 161 of the Companies Act, 2013 ("the Act"), and thereafter, subject to the approval of the Members of the Company, as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Dipak Sundarka for appointment as a Director of the Company. The Board proposes to regularize his appointment as a Non-Executive, Non-Independent Director, liable to retire by rotation and would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committee(s) thereof.

Mr. Dipak Sundarka is a finance and strategy professional with extensive experience in the NBFC sector. He has been actively involved in corporate advisory and management decision-making in his previous roles. His expertise is expected to contribute meaningfully to the governance and long-term strategy of the Company.

In the opinion of the Board, Mr. Dipak Sundarka fulfils the conditions for appointment as prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 applicable to a Non-Executive, Non-Independent Director.

Except Mr. Dipak Sundarka, 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.

The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval by Special Resolution in the interest of the company.

**Item No. 6**

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

The Current Authorized Share Capital of your Company stands at 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) each to Rs. 17,50,00,000/- (Rupees Seventeen Crores Fifty Lakhs Only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity shares of face value of Rs. 5/- (Rupees Five Only) each by addition of 2,00,00,000 (Two Crore) 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. 17,50,00,000 /- (Rupees Seventeen Crores Fifty Lakhs Only) divided into 3,50,00,000 (Three 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](http://www.hiklass.co.in)

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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. 7**

**To Consider and Approve Issue Of 2,00,00,000 Convertible Warrants to the On Preferential Basis For Consideration in Cash to Promoters and Non-Promoters**

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements.

The Board of Directors of the Company in their meeting held on 1<sup>st</sup> September 2025 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ((ICDR)) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, 2,00,00,000 (Two Crore Only) Fully Convertible Warrants ("Warrants") of face value Rs. 5/- each at an issue price of Rs. 25/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 5/- (Rupees Five only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crores only) for cash to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:**

**1) Objects of the Preferential Issue:**

The company wishes to utilise the proceeds from the issue, to the best of their knowledge and deployment possible, for the following purposes and the break-up of the same in % terms and in Rupees terms is provided below:-

Sr. No.	Issue of Fund	% of Fund	Amount Rs.
1	Loan Repayment	20%	10,00,00,000
2	Fresh Loan Disbursement	36%	18,00,00,000
3	Investments in Shares and Securities	40%	20,00,00,000

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4	General Corporate Purposes	4%	2,00,00,000
	<b>Total</b>	<b>100%</b>	<b>50,00,00,000</b>

**2) The total/maximum number of securities to be issued/particulars of the offer include terms of issue, issue size, date of passing of Board resolution /Kinds of securities offered and the price at which security is being offered number of securities to be issued and rate of dividend and pricing:**

The Board of Directors of the Company at their meeting held on 1<sup>st</sup> September 2025 had, subject to the approval of the members of the Company ("Members") and such other approvals as may be required authorized the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 2,00,00,000(Two Crore Only) Fully Convertible Warrants ("Warrants") of face value Rs. 5/- each at an issue price of Rs. 25/- per Warrants, with each Warrant carrying a right to subscribe to 1 (one) Equity Share of face value Rs. 5/- (Rupees Five only) each of the Company ("Equity Shares") at any time within a period of 18 (Eighteen) months from the date of allotment of such Warrants, total aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crores only) for cash to the proposed allottees as detailed below ("Proposed Warrant Allottees"), on a preferential basis subject to approval of Shareholders.

**3) Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined In accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 28th August 2025, 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

**Pricing for allotment on preferential basis for allottees:**

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the fully convertible warrants will be issued at a price of Rs. 25/- (Rupees Twenty-Five Only) per warrant which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link [www.hiklass.co.in](http://www.hiklass.co.in)

**4) Name and Address of Valuer who performed Valuation:**

The valuation was conducted by Sanjay Jhahharia, Chartered Accountant and Registered Valuer – SFA.

Office Address: 405 Bentinck Chambers, 37A Bentinck Street, Kolkata – 700 069

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Contact Details: 9831012743

Email: sjhajharia@gmail.com

Mobile: 9831012743

The above information is also available on the Company's website at the following link [www.hiklass.co.in](http://www.hiklass.co.in)

**5) Amount which the Company intends to raise by way of issue of Warrants:**

Rs. 50,00,00,000/- (Rupees Fifty Crores only)

**6) Material terms of issue of Warrants/ Convertible Warrants:**

The issue of Warrants shall be subject to the following terms and conditions:

An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

Each Warrant held by the Proposed Warrant Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs.5/- (Rupees Five Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");

The Warrants, being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;

The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The

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Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

- i. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

- . The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall interalia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- i. The Proposed Warrant Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account

**7) Principal terms of Assets charged as securities:**

Not Applicable

**8) Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:**

None of the directors or key managerial personnel of the Company intends to subscribe to any of Fully Convertible Warrants 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.

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Following Promoters / KMPs' are intending to subscribe to the Warrant issue:

Sr. No.	Name	Category	Quantity
1	NICOINDIA CONSULTANCY LLP	Promoter	46,75,000

**\*Details of Ultimate Beneficiary Owners:**

Sr. No	Name of the Proposed Allottees	Maxmium No of Warrants Proposed	Name of Ultimate Beneficiary Owners
1	NICOINDIA CONSULTANCY LLP	46,75,000	SUMAN JAIN

9) The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:-

Sr. No.	Category	Pre Issue Shareholding		Post Issue Shareholding *	
(A)	Shareholding of Promoter and Promoter Group	No. of Shares	(%) of Holding	No. of Shares	(%) of holding
1	Indian				
(a)	Individuals/ Hindu Undivided Family	17,77,000	12.50%	17,77,000	5.19%
(c)	Bodies Corporate	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others (Specify)	24,86,720	17.50%	71,61,720	20.93%
	<b>Sub Total(A)(1)</b>	<b>42,63,720</b>	<b>30.00%</b>	<b>89,38,720</b>	<b>26.13%</b>
2	Foreign				
A	Individuals (Non-Residents Individuals / Foreign Individuals)	-	-	-	-
B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Other (specify)	-	-	-	-
	<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>42,63,720</b>	<b>30.00%</b>	<b>89,38,720</b>	<b>26.13%</b>
(B)	Public Shareholding				
B1	Institutions (Domestic)	-	-	-	-
B2	Institutions (Foreign)	-	-	-	-
B3	Central Government/ State Government(s)/ President of India	-	-	-	-
B4	Non-Institutions	-	-	-	-
B5	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	5,710	0.04%	5710	0.02%
B6	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	72,89,470	51.29%	1,80,64,470	52.80%
B7	Bodies Corporate	26,53,500	18.67%	64,53,500	18.86%
B8	Any Others	-	-	7,50,000	2.19%
	<b>Sub Total(B)</b>	<b>99,48,680</b>	<b>70.00%</b>	<b>2,52,73,860</b>	<b>73.87%</b>
C1	Shares underlying DRs	-	-	-	-

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C2	Shares held by Employee Trust	-	-	-	-
	<b>Sub Total(C)</b>	-	-	-	-
	<b>GRAND TOTAL (A + B + C)</b>	<b>1,42,12,400</b>	<b>100.00 %</b>	<b>3,42,12,400</b>	<b>100.00 %</b>

*\* The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.*

**10) Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**11) Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There shall be no change in management or control of the Company pursuant to the issue and allotment of Warrants and subsequent conversion of warrants into equity shares.

**12) No. 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:**

During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

**13) Valuation for consideration other than cash:**

Not Applicable

**14) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**

Not applicable.

**15) Lock-in:**

The Warrants and Equity Shares so to be allotted after conversion of warrants in to equity shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations. Further, the entire pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, shall be locked-in as specified under Regulation 167(6) read with Regulation 158(5) of the SEBI ICDR Regulations.

**16) Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**17) Certificate:**

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practicing company secretary can also be accessed on the company website on the following link [www.hiklass.co.in](http://www.hiklass.co.in)

**18) Undertakings:**

The Company hereby undertakes that: -

It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;

If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;

All the equity shares held by the Proposed Warrant Allottees in the company are in dematerialized form only;

**19) Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**20) Name and Identity of Proposed Warrant Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

Name of the Proposed Allottee	Category	Pre-Pref Holding		Maximum Number of Proposed to be issued and allotted	Post-Pref Holding *	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
Nico India Consultancy LLP **	Promoter	24,86,720	17.50%	46,75,000	71,61,720	20.93%
Vatsala Jain	Non-Promoter	-	0.00%	1,00,000	1,00,000	0.29%
Nirjara Jain	Non-Promoter	-	0.00%	1,00,000	1,00,000	0.29%



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Rajika Jain	Non-Promoter	-	0.00%	1,00,000	1,00,000	0.29%
Prem Lata Jain	Non-Promoter	-	0.00%	1,12,500	1,12,500	0.33%
Chandra Prakash Jain	Non-Promoter	-	0.00%	8,00,000	8,00,000	2.34%
Reena Jain	Non-Promoter	-	0.00%	8,00,000	8,00,000	2.34%
Sanjay Shah	Non-Promoter	-	0.00%	4,00,000	4,00,000	1.17%
Ashok Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Manju Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Lokesh Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Vidhi Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Jugal Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Sangeeta Kabra	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Krishna Kabra Huf **	Non-Promoter	-	0.00%	7,50,000	7,50,000	2.19%
Dinesh Goyal	Non-Promoter	-	0.00%	4,00,000	4,00,000	1.17%
Yatharth Goyal	Non-Promoter	-	0.00%	3,00,000	3,00,000	0.88%
Harshit Goyal	Non-Promoter	-	0.00%	3,00,000	3,00,000	0.88%
Rashmi Goyal	Non-Promoter	-	0.00%	4,00,000	4,00,000	1.17%
Hilltop Helathccare Centre Limited **	Non-Promoter	-	0.00%	2,00,000	2,00,000	0.58%
Archana Tanwar	Non-Promoter	-	0.00%	4,00,000	4,00,000	1.17%
Amit Kumar Jain	Non-Promoter	-	0.00%	8,40,000	8,40,000	2.46%
Spice Fuel Ventures Private Limited **	Non-Promoter	6,50,000	4.57%	10,00,000	16,50,000	4.82%
Richway Financial Services Private Limited **	Non-Promoter	6,50,000	4.57%	10,00,000	16,50,000	4.82%
Starwings Realtors	Non-Promoter	-	0.00%	16,00,000	16,00,000	4.68%

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Private Limited **						
Dipak Kumar Bajaj	Non-Promoter	-	0.00%	4,00,000	4,00,000	1.17%
Nitu Bajaj	Non-Promoter	-	0.00%	3,25,000	3,25,000	0.95%
Nand Kishore Saraf	Non-Promoter	1,15,000	0.81%	60,000	1,75,000	0.51%
Ritu Saraf	Non-Promoter	1,00,000	0.70%	50,000	1,50,000	0.44%
Sarita Saraf	Non-Promoter	95,000	0.67%	50,000	1,45,000	0.42%
Uday Sharma	Non-Promoter	1,55,000	1.09%	60,000	2,15,000	0.63%
Manoj Saraf	Non-Promoter	2,32,900	1.64%	60,000	2,92,800	0.86%
Aditya Joshi	Non-Promoter	1,25,000	0.88%	40,000	1,65,000	0.48%
Rahul Bajaj	Non-Promoter	-	0.00%	1,77,500	1,77,500	0.52%

*\* The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.*

**\*\* Details of Ultimate Beneficiary Owners:**

Sr. No	Name of the Proposed Allottees	Maxmium No of Warrants Proposed	Name of Ultimate Beneficiary Owners
1	Nicoindia Consultancy LLP	46,75,000	SUMAN JAIN
2	Krishna Kabra Huf	7,50,000	KRISHNA KABRA (KARTA)
3	Hilltop Helathccare Centre Limited	2,00,000	DINESH GOYAL
4	Spice Fuel Ventures Private Limited	10,00,000	KEYA GHOSH
5	Richway Financial Services Private Limited	10,00,000	AKANSHA JOSHI
6	Starwings Realtors Private Limited	16,00,000	VARUN GOENKA

**21) SEBI Takeover code:**

In the present case none of the Proposed Warrants Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

**22) Holding of shares in demat form, non-disposal of shares by the Proposed Warrants Allottees and lock-in period of shares:**

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The entire shareholding of the Proposed Warrants Allottees in the Company, if any is held by them in dematerialized form. The Proposed Warrants Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Warrants Allottees have Permanent Account Number. The lock-in kindly refers to above point.

#### **23) Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

#### **24) Other disclosures/undertaking:**

The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

The Proposed Warrants Allottees have further confirmed that the Proposed Warrants Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

#### **25) The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Allotment is proposed to be made to Promoter and Non-Promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

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**Additional information on Director recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Name of the Director	Mr. Sanjay Kumar Jain	Mr. Dipak Sundarka	Mr. Navin Kumar Jain
DIN	00415316	05297111	08464298
Date of Birth	05/11/1966	26/12/1979	11/06/1966
Age	59	46	59
Date of Appointment	01/03/2021	09.07.2025	01.09.2025
Relationship with Directors	Not related with any director	Not related with any director	Not related with any director
Expertise in Specific functional area	He is having around 25 years of experience in the Finance and Management of Business of Enterprises.	Accounting, Compliance and Management	Mr. Navin Kumar Jain aged around 59 years is accomplished and dedicated finance and operations professional with over 30 years of progressive experience in accounting, administration, taxation, logistics, and production
Qualification	MBA	Bachelor of Commerce with Honors from Calcutta University	Bachelor of Commerce with Honors from Calcutta University
Board Membership of Companies as on March 31, 2025		1. Mangalvani Exim Private Limited 2. Manikala Tie-Up Private Limited 3. Goxhill Nirman Limited 4. Gamco Limited 5. Relife Legal Consultancy Private Limited 6. Trasend Builddev Private Limited 7. Harven Saree Limited 8. Skypack Vanijya Pvt. Ltd.	Nil
Chairman/Member of the Committees of the Board of Directors as on March	<u>Hi-Klass Trading and Investment Limited</u> Member: Audit	-	-

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31, 2025	Committee, Stakeholder Relationship committee		
Number of Shares held in the Company as on March 31, 2025	1174200	-	-
Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company.	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company.	No other Remuneration provided other than sitting fee
Justification for choosing the appointees for appointment as Independent Directors	Retiring by rotation, thus applicable	Retiring by rotation, thus applicable	Retiring by rotation, thus applicable
Number of Meetings of the Board attended during the financial year (2024-25)	19	NIL	NIL