

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

Contact: 8100121394, Email ID: info@hiklass.co.in

September 01, 2025

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

Scrip Code in BSE: 542332

Sub: Outcome of Board Meeting and Regulation 30 along with the Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the meeting of the Board of Directors of the Company was held today, i.e., **01st September, 2025 at 4.00 P.M.** at the Corporate Office of the Company situated at 8/1/2, Dr. U.N. Bramhachari Street, 3rd Floor, Kolkata – 700017, wherein the following businesses were transacted and approved:

1. Increase the existing Authorized Share Capital of the Company of Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of face value of Rs. 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/- (Rupee Five) each by addition of 2,00,00,000 (Two Crore) Equity Shares of face value of Rs. 5/- (Rupees Five) each subject to the approval of the shareholders in the general meeting
2. Change in Memorandum of Association and Articles of Association of the Company pursuant to Increase in Authorized Share Capital of the Company subject to the approval of the shareholders in the general meeting.
3. Issuance of up to 2,00,00,000 (Two Crore) Convertible Warrants of Rs. 5/- (Rupees Five Only) each at an issue price of Rs. 25/- (Rupees Twenty Five Only) each on preferential basis ('Preferential Issue') for consideration in cash to person forming part of the Promoter Category and Non-Promoter Category, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under subject to the approval of the shareholders in the general meeting **Annexure I**.
4. Appointment of Mr. Sanjay Jhaharia, Registered Valuer (IBBI/RV/06/2019/11595) as Registered Valuer for the above mentioned Preferential Issue of Equity Share
5. Approved the draft Board report for the financial year 2024-25.
6. The Book Closure dates i.e. the Register of members and Share Transfer Books of the Company shall remain closed from September 21st, 2025 to September 27th, 2025 (both days inclusive) for the purpose of Annual General Meeting and the Cut- off date for E-Voting shall be 20th day of September 2025.

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7. The Date, Time, Venue and Mode for conducting the Annual General Meeting of the Company and to approve the draft notice of convening such Annual General Meeting. The 32nd Annual General Meeting will be held on Saturday, 27th September, 2025, at 12.30 P.M (IST) via Video Conference ("VC") / Other Audio Visual Means ("OAVM").
8. Appointment of Mrs. Prachi Todi, Practicing Company Secretary, as Scrutinizer for the purpose of e-voting in the Annual General Meeting of the Company.
9. Took note of and accepted the resignation of Mrs. Sonu Agarwal (DIN: 09065415), from the position of Independent Director of the Company w.e.f. September 01, 2025. The Brief details shall be provided in **Annexure II**.
10. Approved the appointment of Mr. Navin Kumar Jain (DIN: 08464298) as an Additional Independent Director September 01, 2025 subject to shareholders' approval. The Brief details shall be provided in **Annexure III**.
11. Approved and adopted the **Policy on Loan Against Property**, in compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and relevant guidelines issued by the Reserve Bank of India, to govern the framework, eligibility, risk assessment, terms & conditions, monitoring, and reporting of loans sanctioned against property by the Company.
12. Discussed and approved other routine matters with the permission of the Chair.

The meeting commenced at 04:00 P.M. and concluded at 05:15 P.M.

For Hi-Klass Trading and Investment Limited

SANJAY
KUMAR
JAIN

Digitally signed by
SANJAY KUMAR
JAIN
Date: 2025.09.01
17:34:22 +05'30'

Sanjay Kumar Jain
Managing Director
DIN: 00415316

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Annexure-I

Disclosure pursuant to Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

| Sr No. | Particulars Details | Particulars Details |
|--------|--|---|
| 1 | Type of securities proposed to be issued | Convertible Warrants |
| 2 | Type of issuance | Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations and other applicable law |
| 3 | Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately) | Up to 2,00,00,000 (Two Crore Only) Convertible Warrants of face value Rs. 5/- each at an issue price of Rs. 25/- per Share, for an aggregate consideration of up to Rs. 50,00,00,000/- (Rupees Fifty Crores only) to Promoter Category and Non-Promoter Category. The proposed Warrants are liable to be converted into equal number of Equity Shares of Face Value of Rs. 5/- each, at an issue price of Rs. 25/- per equity share on or before 18 (Eighteen) months from the date of allotment of Warrants, failing which the amount paid on such Warrants along with the non-converted Warrants stands forfeited. |
| 4 | Additional details in case of preferential issue | |
| i | Names of the investors | Refer table below |
| ii | Number of investors | |
| iii | Post allotment of securities - outcome of the subscription | |
| iv | In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument. | For Warrants an amount equivalent to 25% (Twenty-Five percent) of the per warrant price shall be payable to the Company at the time of allotment of the Warrants, and the balance 75% (Seventy-Five percent) of the per warrant price shall be payable to the Company at the time of issue and allotment of the equity shares upon exercise of the option attached to the relevant Warrant. The Warrants are exercisable, in 1 (One) or more tranches within a period of 18 (Eighteen) 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 exercised. |
| v | Any cancellation or termination of proposal for issuance of securities including reasons thereof | Not Applicable |

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| 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% |
| 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% |

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| | | | | | | |
|--|--------------|----------|-------|-----------|-----------|-------|
| 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% |
| 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 | 2,92,900 | 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% |

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Annexure-II

Required disclosures/details in respect of Changes in the Directors pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015

Resignation:

| SL NO. | DISCLOSURE REQUIREMENT | DETAILS |
|--------|---|---|
| 1. | Reason of change viz. appointment, resignation, removal, death or otherwise | Due to pre-occupation in other assignments and personal reasons. Further, the Company has received confirmation from Mrs. Sonu Agarwal that there are no other material reasons for his resignation other than those mentioned in his resignation letter. |
| 2. | Date of cessation | 01.09.2025 |
| 3. | Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any. | Nil |
| 4. | Disclosure of relationship between Directors (in case of resignation of a Director) | None of the directors are related |

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Appointment:

| SL NO. | DISCLOSURE REQUIREMENT | DETAILS |
|--------|--|---|
| 1. | Reason of change viz. appointment, resignation, removal, death or otherwise | Approved the appointment of Mr. Navin Kumar Jain (DIN: 08464298), as an Additional Director (Non-Executive, Non-Independent Director) of the Company by the Board of Directors at the Board Meeting of the Company held on 01.09.2025 up to the date of ensuing Annual General Meeting of the Company |
| 2. | Date of appointment/Cessation | 01.09.2025 |
| 3. | Brief Profile (in case of appointment); | Mr. Navin Kumar Jain (DIN: 08464298) has been associated with various corporate ventures in leadership capacities, playing a pivotal role in scaling operations, enhancing financial discipline, and fostering governance practices. |
| 4. | Disclosure of relationship between Directors (in case of appointment of a Director) | Mr. Navin Kumar Jain (DIN: 08464298) is not related to any Director(s) of the Company as defined under the provisions of section 2(77) of the Companies Act, 2013, and is not debarred from holding the office of director by virtue of any SEBI order or any other statutory authority. |
| 5. | Shareholding | Nil |

SONU AGARWAL

10 D J ROAD, BHADRAKALI UTTARPARA
HOOGHLY - 712232
EMAIL : sonu.kashimpuria@gmail.com

August 25, 2025

To,
The Board of Directors
Hi-Klass Trading and Investment Limited
8/1/2, Dr. U.N. Bramhachari Street
3rd Floor, Kolkata- 700 017

Subject: Resignation from the post of Independent Director

Dear Sir/Madam,

I, **Mrs. Sonu Agarwal (DIN: 09065415)**, hereby tender my resignation from the position of **Independent Director** of M/s. Hi-Klass Trading and Investment Limited.

The decision to step down is purely due to personal reasons. I am grateful for the trust, support, and opportunities extended to me by the Board and the entire team during my tenure. It has been a privilege to serve and contribute to the Company's growth and success.

I confirm that there are no other material reasons other than those stated above for my resignation.

I take this opportunity to express my sincere gratitude to the Board of Directors and the Management of the Company for the support and cooperation extended to me during my tenure.

Kindly acknowledge the receipt of this resignation letter and take necessary steps to file the requisite forms with the Registrar of Companies to give effect to my resignation.

Warm regards,

Sonu Agarwal

Sonu Agarwal
Independent Director
DIN: 09065415

Accepted
Sujay For. Jain
1/9/2025