

# *Prachi Todi*

Company Secretaries  
46 East Topsia Road, Arupota  
Kolkata-700105  
Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

---

To

**HI-KLASS TRADING AND INVESTMENT LIMITED**

02, Shanti Kutir Building, Shivaji Road, M G Road,  
Kandivali West, Mumbai, Maharashtra, 400067

**Sub: Compliance Certificate for Preferential Allotment of convertible share warrants pursuant to Regulation 163(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time-to-time**

Dear Sir(s),

I, Prachi Todi, Practicing Company Secretary, have been requested by **HI-KLASS TRADING AND INVESTMENT LIMITED ("the Company")** to certify compliance with the requirements of Regulation 163(2) of Chapter V-Preferential Issue of the SEBI ICDR Regulations, as amended from time-to-time.

In accordance with the SEBI ICDR Regulations, the Company has proposed an issue of 2,00,00,000 (Two Crores Only) Fully Convertible 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, 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 ("Preferential Issue"). The said Preferential Issue is approved at the Meeting of Board of Directors of the Company held on 01<sup>st</sup> September, 2025.

In terms of the SEBI ICDR Regulations and other applicable laws, the Company has approved its notice along with the explanatory statement dated 01<sup>st</sup> September, 2025 (hereinafter referred to as the 'Notice'), and which is being sent to the shareholders of the Company pursuant to provisions of Section 101 & 102 of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014 as amended and other applicable provisions of the Act, if any, and relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"), seeking the consent of the shareholders, in the Annual General Meeting ('AGM') scheduled to be held on 27<sup>th</sup> September, 2025, in relation to the aforesaid preferential issue.

## **Management's responsibility**

- a. All the compliances associated with the aforesaid SEBI ICDR Regulations for the preferential allotment of Convertible Warrants and preparation of the aforesaid Notice, including its content is the responsibility of Management of the Company.
- b. The Management is also responsible for preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Notice and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.



# *Prachi Todi*

Company Secretaries  
46 East Topsia Road, Arupota  
Kolkata-700105  
Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

---

- c. Management is also responsible for providing all relevant information to the SEBI, and/or BSE Limited (BSE).
- d. Management is also responsible for ensuring that the Company complies with the below requirements of the SEBI Regulations.
- e. Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is being held to consider the proposed preferential issue.
- f. Determination of the minimum price of equity shares in accordance with the SEBI ICDR Regulations.
- g. Compliance with other requirements specified under the SEBI ICDR Regulations.

## **My responsibility**

For the purpose of this certificate, I have planned and performed the following procedures to determine whether anything has come to my attention that causes me to believe that the proposed preferential issue of warrants convertible into equity shares as set out in the AGM Notice dated 01<sup>st</sup> September, 2025 is not in accordance with the requirements of the Regulations.

- a. Verified and confirmed from the management that the Company had obtained requisite undertaking from the proposed allottees to ensure that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date;
- b. Reviewed the Memorandum and Articles of Association of the Company;
- c. Reviewed the Notice of AGM along with explanatory statement, for seeking approval of shareholders;
- d. Verified that the Valuation Report for computation of price for issuance of convertible warrants have been obtained by an Independent Registered Valuer;
- e. Verified that the Relevant Date i.e., 28<sup>th</sup> August, 2025 is thirty days prior to the date of AGM, which is scheduled to be held on 27<sup>th</sup> September, 2025 for approving the aforesaid issue of convertible warrants.
- f. Conducted relevant management inquiries and have also obtained necessary representation from the management.

I have not performed an audit, the objective of which would be expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, I do not express such an opinion on the price computed/calculated and/or the price at which shares are being issued by the Company.

## **Opinion**

Based on the procedures performed by me and on the basis of relevant management inquiries, necessary representations, and information received from/furnished by the management of the Company as required under the aforesaid regulations, I have verified that the issue is being





# *Prachi Todi*

Company Secretaries  
46 East Topsia Road, Arupota  
Kolkata-700105  
Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

---

made in accordance with the requirements of the SEBI ICDR Regulations as applicable to the Preferential Issue, except that the Special Resolution(s) required for approval of shareholders for the said issue are yet to be passed.

## **Restriction on Use**

This certificate is intended solely for the use of the management of the Company for the purpose of making it available for inspection by shareholders and/or submission to the Stock Exchanges and / or any Regulatory Authority in connection with the Preferential Issue under Chapter V of the SEBI ICDR Regulations, and is not to be used for any marketing, sale or any other offer of securities or referred to for any other purpose or distributed to any other person without our prior written consent. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior written consent in writing. I have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.



**Prachi Todi**  
**Practicing Company Secretary**  
**ACS No. 53022**  
**C.P. No. 22964**  
**Peer Review Certificate No. 1445/2021**  
**UDIN: A053022G001161646**

**Place: Kolkata**  
**Date: 03/09/2025**