

Prachi Todi

Company Secretaries
46 East Topsia Road, Arupota
Kolkata-700105
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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Chairman of the 32nd (Thirty-second) Annual General Meeting of Members of **M/s. HI-KLASS TRADING & INVESTMENT LIMITED** (CIN: L51900MH1992PLC066262), held on Saturday, the 27th day of September, 2025 at 12:30 P.M. IST through Video Conferencing/ Other Audio Visual Means.

Dear Sir,

I, Prachi Todi, Practicing Company Secretary (ACS No.53022/C.P. No.22964) was appointed as the Scrutinizer by the Board of Directors of **M/s. Hi-Klass Trading and Investment Limited ("the Company")** in connection with the 32nd Annual General Meeting ("**AGM**") of the members of the Company held on Saturday, the 27th day of September, 2025 at 12:30 A.M. IST through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") in terms of MCA General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023, and 09/2024 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 05th May, 2022, 28th December, 2022, 25th September, 2023, and 19th September, 2024 respectively (**collectively referred as "MCA Circulars"**), and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023, 07th October, 2023, and 03rd October, 2024 respectively (**collectively referred as "the SEBI Circulars"**), for the purpose of scrutinizing the electronic voting ("e-voting") process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting on the resolutions referred to in this report, as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting.



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The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 ("The Act"), the Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated 1st day of September, 2025. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services Limited ("CDSL"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.

I hereby submit my report as under:

1. The Notice dated 1st September, 2025 convening the 32nd AGM of the Company along with the statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent to the shareholders whose email addresses were registered with the Company/ Depository in compliance with the MCA Circulars read with the SEBI circulars which permitted sending of notice to the shareholders only through electronic mode and the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue.
2. The remote e-voting period remained open from 09:00 A.M. IST on Wednesday, the 24th day of September, 2025 up to 5:00 P.M. IST on Friday, the 26th day of September, 2025.
3. The members holding shares as on the 'cut-off' date i.e. 20th day of September, 2025 were entitled to vote on the proposed Resolutions for Item Nos. 1 to 7 as set out in the Notice dated **1st day of September, 2025**.
4. The Company has also provided e-voting facility at the AGM to enable the shareholders attending through VC/OAVM to cast the votes, in case the same has not been cast by them through remote e-voting.
5. The votes were unblocked on Saturday, the 27th day of September, 2025 around 2:29 P.M., after the completion of the AGM in the presence of two witnesses, namely, Mr. Soumyadip Sahoo and Mr. Harshvardhan Chaturvedi, who are not in employment of the Company.



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6. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
7. The combined result of the remote e-voting and e-voting at the AGM is as under:

ORDINARY BUSINESS:

(a) Item No.1 as an Ordinary Resolution

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.

- (i) Voted **in favour** of the resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	34	12137520	100
E-voting during the AGM	-	-	-
Total	34	12137520	100

- (ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting during the AGM	-	-	-
Total	0	0	0

- (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(b) Item No.2 as an Ordinary Resolution



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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.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	34	12137520	100
E-voting during the AGM	-	-	-
Total	34	12137520	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting during the AGM	-	-	-
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

SPECIAL BUSINESS:

(a) Item No.3 as an Ordinary Resolution

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.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of	Number of votes	% of total number
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	members voted	cast by them	of valid votes cast
Remote E-voting	34	12137520	100
E-voting during the AGM	-	-	-
Total	34	12137520	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting during the AGM	-	-	-
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(b) Item No.4 as a Special Resolution

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

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	34	12137520	100
E-voting during the AGM	-	-	-
Total	34	12137520	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0



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E-voting during the AGM	-	-	-
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(c) Item No.5 as an Ordinary Resolution

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

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	34	12137520	100
E-voting during the AGM	-	-	-
Total	34	12137520	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting during the AGM	-	-	-
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(d) Item No.6 as an Ordinary Resolution



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Approval for increase in the Authorised Share Capital & Consequential Alteration in the Memorandum of Association of the Company.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	34	12137520	100
E-voting during the AGM	-	-	-
Total	34	12137520	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting during the AGM	-	-	-
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

(e) Item No.7 as a Special Resolution

To Consider and approve the issuance of 2,00,00,000 Convertible Warrants on Preferential Basis for Consideration in Cash to Promoters and Non-Promoters.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	34	12137520	100
E-voting during the AGM	-	-	-
Total	34	12137520	100



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(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting during the AGM	-	-	-
Total	0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The electronic data and e-voting registers including other related papers/registers and records shall remain in my safe custody until the Managing Director (as authorized by the Board) considers, approves and sign the minutes in this regard and thereafter, it will be handed over to the Chairman or the Company Secretary, if authorized by the Board for safe keeping.

Thanking you
Yours faithfully,




Prachi Todi
Practicing Company Secretary
ACS No. 53022
C.P. No. 22964
Peer Review Certificate No.: 1445/2021
UDIN: A053022G001369304

Place: Kolkata
Date: 27/09/2025