

ANNUAL REPORT 2020-21

HI-KLASS TRADING AND INVESTMENT LIMITED

REGISTERED OFFICE:

**OFFICE NO 15, 2ND FLOOR, PLOT NO 24,
REHMAN BUILDING, VEER NARIMAN ROAD,
HUTATMA CHOWK, FORT,
MUMBAI- 400 001
CIN- L51900MH1992PLC066262**

HI-KLASS TRADING AND INVESTMENT LIMITED

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|-------------------------|---|
| BOARD OF DIRECTORS | <ol style="list-style-type: none">1. MR. SURESH T JAIN- MANAGING DIRECTOR2. MR. SANJAY KUMAR JAIN- EXECUTIVE DIRECTOR3. MRS. MONICA SANKET KHEMUKA- NON-EXECUTIVE& INDEPENDENT DIRECTOR4. MS. PAPRI GHOSH- NON-EXECUTIVE &INDEPENDENT DIRECTOR5. MRS. SONU AGARWAL- NON-EXECUTIVE& INDEPENDENT DIRECTOR |
| CHIEF FINANCIAL OFFICER | MR. PRAVIN K. CHOPDA |
| COMPANY SECRETARY | Ms. NEHA KEDIA |
| AUDITORS | R.R. GAWANDE & CO CHARTERED ACCOUNTANTS F-160, B WING, EXPRESS ZONE, HIGHWAY, GOREGAON EAST, MUMBAI- 400 063 |
| BANKERS | INDIAN OVERSEAS BANK FORT BANK |
| SHARE TRANSFER AGENT | PURVA SHAREGISTRY PVT LTD UNIT NO. 9, SHIV SHAKTI INDUSTRIAL ESTATE, J.P. BORICHA MARG, OPP. KASTURBA HOSPITAL LANE, LOWER PAREL (EAST), MUMBAI- 400 011 |
| REGISTERED OFFICE | OFFICE NO 15, 2ND FLOOR, PLOT NO 24, REHMAN BUILDING, VEER NARIMAN ROAD, HUTATMA CHOWK, FORT,MUMBAI- 400 001 |

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NOTICE

Notice is hereby given that the Twenty-Eight (28th) Annual General Meeting of the Members of M/s **HI-KLASS TRADING & INVESTMENT LIMITED** will be held on Tuesday, 30th November, 2021, at the registered Office of the Company situated at Office No 15, 2nd Floor, Plot No 24, Rehman Building, Veer Nariman Road, Hutatma Chowk, Fort, Mumbai - 400 001, at 10.00 a.m. to transact with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Accounts of the company for the year ended 31st March, 2021, and report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri. Sanjay Kumar Jain Director Identification No-00415316, who retires by rotation and being eligible, offered for re-appointment.
3. To appoint auditor of the Company to hold office from the conclusion of this AGM till the conclusion of 33th AGM and fix their remuneration and to pass the following resolution thereof.

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

“RESOLVED THAT pursuant of provision of section 139 of the Companies Act, 2013 and Rule 6 of the Companies (Audit and Auditors) Rules, 2014., pursuant to recommendation of the Audit Committee M/s BISWAS DASGUPTA DATTA & ROY. Chartered Accountants, (FRN 302105E) be and are hereby appointment in place of M/s M/s R.R. Gawande & Co, Chartered Accountants [retiring auditor] as Auditors of the Company to hold the office from this Annual General Meeting until the conclusion of its 6th Annual General Meeting and fix their remuneration as may be determined by the Audit Committee in consultation with the Auditors.

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SPECIAL BUSINESS:

4. REGULARIZATION OF ADDITIONAL DIRECTOR MR. SANJAY KUMAR JAIN (DIN : 00415316) AS THE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT Mr. Sanjay Kumar Jain (DIN: 00415316), who was appointed as an Additional Director who holds office upto the date of this Annual General Meeting in terms of Section of the Company by the Board of Directors with effect from March 01, 2021 anon 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

5. Regularisation of Additional Director, Mrs. Monica Sanket Khemuka (DIN: 08034330) by Appointing her as Non – Executive Independent Director of the Company.

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

“RESOLVED THAT, pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mrs Monica Sanket Khemuka (DIN : 08034330) who was appointed as an Additional Director of the Company w.e.f 1st March, 2021 in terms of Section 161 (1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing her candidature for the

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office of the Director and declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period up-to 1st March, 2026.”

6. Regularisation of Additional Director of Ms. Papri Ghosh (DIN: 09071577) by Appointing her as Non – Executive Independent Director of the Company.

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

“**RESOLVED THAT**, pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Papri Ghosh (DIN: 09071577) who was appointed as an Additional Director of the Company w.e.f 1st March, 2021 in terms of Section 161 (1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing her candidature for the office of the Director and declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period up-to 1st March, 2026.”

7. Regularisation of Additional Director of Mrs. Sonu Agarwal (DIN: 09065415) by Appointing her as Non – Executive Independent Director of the Company

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

“**RESOLVED THAT**, pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

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statutory modification (s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mrs. Sonu Agarwal (DIN: 09065415) who was appointed as an Additional Director of the Company w.e.f 1st March, 2021 in terms of Section 161 (1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing her candidature for the office of the Director and declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period up-to 1st March, 2026.”

8. SUB-DIVISION OF SHARE CAPITAL INTO SMALLER AMOUNT AND CONSEQUENT CHANGES IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of section 13, 14, 61, 64 and all other applicable provisions, if any of the Companies Act, 2013 and the rules made there under including the statutory modifications or re-enactment (s) thereof for the time being in force and the relevant provisions of the Article of Association of the Company and Securities Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations, 2015 issued by the Securities Exchange Board of India (SEBI) and other Rules, Regulations, Circulars, Notifications, etc. issued there under, consent of the Shareholders of the Company be and is hereby accorded to approve the Sub-division of the nominal value of Rs. 10 (Rupees Ten Only) each to a nominal value of Rs. 5 (Rupees Five Only) per share, keeping the paid share capital intact and consequently, the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following new Clause V:

“The Authorised share capital of the Company is Rs 6,50,00,000/- divided into 1,30,00,000 Equity Shares of Rs. 5 (Rupees Five Only) each”

“RESOLVED FURTHER THAT pursuant to sub-division of the equity shares of the Company as proposed above, the nominal value of Rs. 10/- (Rupees Ten Only) of each of all the issued,

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subscribed and paid-up equity shares of the Company existing on the record date to be fixed by the Board of Directors of the Company shall stand sub-divided into equity shares of nominal value of Rs. 5/- (Rupees Five Only) each fully paid.

“RESOLVED FURTHER THAT upon sub-division equity shares as aforesaid, the existing share certificate (s) in relation to the existing equity shares of the nominal value of Rs. 5/- (Rupees Five Only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” to be fixed by the Board of Directors of the Company and Company may without requiring the surrender of existing share certificate (s) directly issue and dispatch the new share certificate (s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to reserve the sub-divided equity shares dematerialized form, the subdivided equity shares of the nominal value of Rs. 5/- (Rupees Five Only) shall be credited to the respective depository account of the members with their respective depository participants and the Company shall undertake such Corporate Action (s) as may be necessary in relation to the existing equity shares of the Company.

Place: Mumbai

Date: 28.10.2021

For and on behalf of the Board of Directors

Sd/-

Neha Kedia

Company Secretary & Compliance Officer

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Notes:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Particulars of Director(s) seeking re-appointment: Relevant particulars of Mr. Sanjay Kumar Jain (DIN 00415316) are annexed with this notice.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

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9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

10. The Register of Members and Share Transfer Books will remain closed from Wednesday, 24th November, 2021 to Tuesday, 30th November, 2021 (both days inclusive).

11. Members are requested to address all correspondence, including dividend matters, to the Registrar and Share Transfer Agents, Purva Share Registry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J.P. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai- 400 011 Contact Person: Mr. V. B. Shah, Tel No: 022-23010771

12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.

13. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Registrar and Transfer Agent of the Company for doing their needful.

14. Members are requested to notify change in address, if any, immediately to Registrar and Transfer Agent of the Company quoting their folio numbers.

15. Copies of the Annual Report - 2021 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report - 2021 are being sent by the permitted mode.

16. The Notice of the 28th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a

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hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

17. Members may also note that the Notice of the 28th AGM and the Annual Report - 2021 will be available at the registered office of the company. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e communication, or have any other queries, may write to us at: st.jain999@gmail.com.

18. Additional information pursuant to relevant provisions of LODR, 2015 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment/re-appointment at the AGM are furnished and forms a part of the Notice. The Directors have furnished the requisite consents /declarations for their appointment/reappointment.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

20. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.

21. Voting through electronic means Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is offering e-voting facility to its members in respect of the businesses to be transacted at the Annual General Meeting scheduled to be begins on Saturday, 27th November, 2021 at 9.00 a.m. and ends on Monday, 29th November, 2021 at 5.00 pm For this purpose the company has signed an agreement with Central Depository Services (India) Ltd ("CDSL") for facilitating e-voting.