

ANNUAL REPORT 2021-22

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 | BISWAS DASGUPTA DATTA & ROY CHARTERED ACCOUNTANT 10 GOVERNMENT PLACE (EAST) EZRA MANSION ROOM NO 21, ESPLANADE KOLKATA - 700069 |
| BANKERS | INDIAN OVERSEAS BANK, AXIS BANK |
| SHARE TRANSFER AGENT | PURVA SHAREREGISTRY 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-Ninth (29th) Annual General Meeting of the Members of M/s **HI-KLASS TRADING & INVESTMENT LIMITED** will be held on Thursday, 29th September, 2022, at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Accounts of the company for the year ended 31st March, 2022, and report of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

2. **Appointment of Mr. Sanjay Kumar Jain (DIN: 00415316), as the Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 and any other applicable provisions of the Companies Act, 2013 ("Act") , read with Schedule V to the Act, (including any amendment(s), statutory modification(s), variation(s), and/or re-enactment(s) for the time being in force) and the companies (Appointment and Remuneration of Managerial Personal) rule 2014, as amended from time to time and based on the recommendation of nomination and remuneration committee and subject to such sanction as may be necessary, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Sanjay Kumar Jain (DIN: 00415316) as Managing Director of the Company for a period of 5 years with effect from 29.09.2022 upon the terms and condition set out in the explanatory statement annexed to the notice for the convening this meeting including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the said the tenure within the over limit of section 197 of the act, with liberty to the board of directors to alter or vary the terms and condition and remuneration including minimum remuneration as it may deem fit and in such manner agreed between board of directors and the managing director.

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“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise the remuneration of managing director from time to time to the extent it may deem appropriate, provided that such revision if within the overall limit of the managerial remuneration AS prescribed under the act read with Schedule V thereto and any other applicable provision”

“RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and is hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

3. Resignation of Mr. Suresh Tarachand Jain (Din: 01142300) from the post of Managing Director of the Company.

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

RESOLVED THAT resignation of Mr. Suresh Tarachand Jain from the post of Managing Director of the Company w.e.f September 29, 2022 be and is hereby taken note of due to pre-occupation elsewhere, he is not able to devote his time to the affairs of the Company.

RESOLVED FURTHER THAT the Board places on record its appreciation for the assistance and guidance provided by Mr. Suresh Tarachand Jain, during his tenure as Managing Director of the Company.

RESOLVED FURTHER THAT any one Director and Company Secretary of the Company be and are hereby severally authorized to sign and file requisite e-forms with the Registrar of Companies, and do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

Place: Mumbai
Date: 30.08.2022

For and on behalf of the Board of Directors

Neha Kedia
Company Secretary & Compliance Officer

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated January 13, 2021 read together with Circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 & SEBI/HO/CFD/CMD2/CIR/ P/ 2021/11 dated January 15, 2021 issued by the Securities and

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Exchange Board of India (SEBI) and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing or other audio visual means ("VC/OAVM"). In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and MCA/ SEBI Circulars, the AGM of the Company is being held through VC/OAVM, hereinafter called as "e-AGM".

2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed.
3. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
4. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also evoting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of Central Depository Services (India) Limited (CDSL). The Board has appointed Ms/. Mayur More & Associates Practicing Company Secretary, as the Scrutinizer to scrutinize the process of e-voting.
5. Remote e-voting will commence on Monday, the 26th day of September 2022 at 9.00 a.m. and will end on Wednesday, the 28th day of September 2022 at 5.00 p.m. During this period shareholders' of the Company may cast their vote electronically. The Company has fixed Thursday, 22nd day of September 2022 as the cut-off date for determining voting right of shareholders entitled to participate in the e-voting process.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Thursday, 22nd day of September 2022 (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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7. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2022 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
8. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2022, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their email addresses with the Company, may send a letter requesting for registration of their email addresses, mentioning their name and DP ID & Client ID / folio number, through e- 29th Annual Report 2021-22 mail at info@hiklass.co.in or to Share Transfer Agent of the Company 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.
9. 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 Share Registry (India) Private Limited
10. 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.
11. 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

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1. Only those persons who are Members of the Company as on the cut-off date i.e. 22.09.2022 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.
2. 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 vote by 29th Annual Report 2021-22 electronic means (e-voting facility) on any or all of the business specified in the AGM Notice has been attached with notice separately.
3. 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.
4. Facility of joining the AGM through VC/OAVM shall be opened 15 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM. The facility will be available for Members on first come first served basis.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. For better experience, we recommend that you join the session with high-speed wired internet connectivity. This prevents Wi-Fi dropouts and speed issues.
7. 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.

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8. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to AGM mentioning their name, demat account number/ folio number, email id, mobile number at info@hiklass.co.in Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

GENERAL INSTRUCTIONS

1. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents.
2. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13 to the RTA of the Company. Further, members desirous of cancelling/varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14 to the RTA of the Company. These forms will be made available on request.

THE INSTRUCTIONS FOR SHAREHOLDERS REMOTE E-VOTING AND VOTING ELECTRONICALLY ARE AS UNDER:

1. The Remote e-voting will commence on Monday, the 26th day of September 2022 at 9.00 a.m. and will end on Wednesday, the 28th day of September 2022 at 5.00 p.m. During this period shareholders' of the Company may cast their vote electronically. The Company has fixed 22.09.2022 as the cut off 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.

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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. M/s. Mayur More and Associates Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Results declared along with the Scrutinizer's Consolidated Report shall be placed on the Company's website info@hiklass.co.in and on the website of CDSL.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>Members 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.</p> <p>The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>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: https://eservices.nsdl.com 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.</p> |

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| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | 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 |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

B .THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS AND MEMBERS HOLDING SHARES IN PHYSICAL MODE ARE EXPLAINED HEREIN BELOW:

- i. The shareholders Should log on to the e-voting website 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,