

ANNUAL REPORT -2022-2023

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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HI-KLASS TRADING AND INVESTMENT LTD

CIN: L51900MH1992PLC066262

Registered Address: Office No 15, 2nd Floor, Plot No 24, Rehman Building, Veer Nariman Road, Hutatma Chowk, Fort Mumbai -400001

Email id : info@hiklass.co.in , **Website :** www.hiklass.co.in

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Managing Director

Sri. Sanjay Kumar Jain

Non-Executive Independent Director

Sri. Lourdusamy Albert Karunakaran
Sri. Ramasamy Rajasekar
Smt. Sonu Agarwal

BOARD COMMITTEES

Audit Committee

Sri. Lourdusamy Albert Karunakaran – Chairman
Sri. Ramasamy Rajasekar- Member
Smt. Sonu Agarwal - Member
Sri Sanjay Kumar Jain- Member

Nomination & Remuneration Committee

Sri. Lourdusamy Albert Karunakaran – Chairman
Sri. Ramasamy Rajasekar- Member
Smt. Sonu Agarwal- Member

Stakeholders' Relationship Committee:

Sri. Lourdusamy Albert Karunakaran – Chairman
Sri. Ramasamy Rajasekar- Member
Smt. Sonu Agarwal – Member
Sri Sanjay Kumar Jain- Member

AUDITORS:

Statutory Auditor

Biswas Dasgupta Datta & Roy
Chartered Accountants
Firm registration No 302105E
10 Government Place (East) Ezra
Mansion Room No 21
Esplanade, Kolkata – 700 069

Secretarial Auditor

M/s. Mayur More and Associates
Office No 5, 2nd Floor, Jawahar House,
Princess Street, Marine Lines
Mumbai- 400 002

Internal Auditor

DS Associates
10, Parmar Road,
P.O Bhadrakali
Hooghly – 712 232

BANKERS:

Indian Overseas Bank
Axis bank

Registrar & Share Transfer Agent

Purva Sharegistry (India) Pvt. Ltd
No.9, Shiv Shakti Ind.Estate
J.R.BorichaMarg, Lower Parel
Mumbai-400011
Phone: 022-2301 8261, Fax: 022-2301 2317
E-mail: support@purvashare.com

Key Managerial Personnel

Chief Financial Officer : Sri.Pravin K. Chopda
Company Secretary: Smt. Neha Kedia

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NOTICE

Notice is hereby given that the Thirtieth (30th) Annual General Meeting of the Members of M/s **HI-KLASS TRADING & INVESTMENT LIMITED** will be held on Friday, 29th September, 2023, at 12.00 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

Item No. 1

ADOPTION OF ANNUAL ACCOUNTS

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution, with or without modifications.as an ordinary resolution.

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the report of the Directors’ and the Auditors’ thereon, as circulated to the members, be and are hereby considered and adopted”

SPECIAL BUSINESS:

Item No. 2

TO APPOINT SRI. LOURDUSAMY ALBERT KARUNAKARAN, (DIN: 06506542) AS A NON EXECUTIVE INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

Regularization of Additional Director, Sri. Lourdusamy Albert Karunakaran, (Din: 06506542) by appointing him as a Non-Executive Independent Director of the Company :

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made there under {including any statutory modifications) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16 and 25 of Securities and Exchange Board of India {Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“Listing Regulations”), Sri. Lourdusamy Albert Karunakaran, (Din: 06506542), who was appointed as an additional Non-Executive Independent Director of the Company w.e.f August 21, 2023 on the recommendation and approval of the Nomination and Remuneration Committee and the Board at their respective meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, and who is not

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debarred from holding office of Directors pursuant to any SEBI's Order or any other authority, and who has been registered in the Independent Director's Data Bank maintained under the Act, be and is hereby appointed as Non-executive Independent Director of the Company (not liable to retire by rotation) to hold office for a term of five (5) consecutive years w.e.f. August 21, 2023 to August 20, 2028.

RESOLVED FURTHER THAT Sri. Sanjay Kumar Jain, Managing Director & Smt. Neha Kedia, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director (s) or any officer(s) to give effect to the aforesaid resolution."

Item No. 3

TO APPOINT. SRI RAMASAMY RAJASEKAR (DIN: 10104639) AS A NON EXECUTIVE INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

Regularization of Additional Director, Sri Ramasamy Rajasekar (DIN: 10104639) by appointing him as a Non-Executive Independent Director of the Company :

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modifications) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("Listing Regulations"), Sri Ramasamy Rajasekar (DIN: 10104639), who was appointed as an additional Non-Executive Independent Director of the Company w.e.f August 21, 2023 on the recommendation and approval of the Nomination and Remuneration Committee and the Board at their respective meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, and who is not debarred from holding office of Directors pursuant to any SEBI's Order or any other authority, and who has been registered in the Independent Director's Data Bank maintained under the Act, be and is hereby appointed as Non-executive Independent Director of the Company (not liable to retire by rotation) to hold office for a term of five (5) consecutive years w.e.f. August 21, 2023 to August 20, 2028.

RESOLVED FURTHER THAT Sri. Sanjay Kumar Jain, Managing Director & Mrs. Neha Kedia, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director (s) or any officer(s) to give effect to the aforesaid resolution."

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Place: Mumbai
Date: 28.08.2023

For and on behalf of the Board of Directors

Neha Kedia
Company Secretary & Compliance Officer

Notes:

1. Pursuant to the General Circular No. 20/ 2020 dated 5th May 2020 read with other relevant circulars including 10/ 2023 dated 28th December 2023 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Company is convening the Annual General Meeting ('AGM') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members. The deemed venue for the AGM will be Registered Office of the Company.
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 herewith as **Annexure-A**
3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Attendance of members will be recorded in software provided by link in time.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at cs.mayurmore@gmail.com.
5. Remote e-voting will commence on Tuesday, the 26th day of September 2023 at 9.00 a.m. and will end on Thursday, the 28th day of September 2023 at 5.00 p.m. During this period shareholders' of the Company may cast their vote electronically. The Company has fixed Friday, 22nd day of September 2023 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 Friday, 22nd day of September 2023 (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

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Members on the cut-off date should accordingly treat this Notice as for information purposes only.

7. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2023 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 2023, 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- 30th Annual Report 2022-23 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:

1. Only those persons who are Members of the Company as on the cut-off date i.e. 22.09.2023 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

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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 30th Annual Report 2022-23 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 issue.
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.
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

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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 Tuesday, the 26th day of September 2023 at 9.00 a.m. and will end on Thursday, the 28th day of September 2023 at 5.00 p.m. During this period shareholders' of the Company may cast their vote electronically. The Company has fixed 22.09.2023 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.
- 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.

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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> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the Member is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>Alternatively, the Member can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/EvotingLoginThe system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>