

# HI-KLASS TRADING & INVESTMENT LTD.

Regd. Off. :24, Veer Nariman Road, Rehman Building, 2<sup>nd</sup> Floor, Office No.15, Fort, Mumbai – 400 001.

Tel.: 2287 4084, 2287 4085 \* Email : info@hiklass.co.in

CIN-L51900MH1992PLCO66262

December 19, 2023

To  
The Manager  
Department of Corporate Services  
BSE Ltd.  
Dalal Street, Fort  
Mumbai – 400 001

**Scrip Code in BSE:** 542332

Dear Sir/Madam,

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

Further to the outcome of meeting of the Board of Directors of the Company dated November 01, 2023, please find enclosed copy of the postal ballot notice dated December 19, 2023 (“Postal Ballot Notice”) to seek approval of the shareholders for regularization of Mrs Diksha Chainwala Surana, (DIN: 09683578, as a Non-Executive Independent director of the Company and Ms. Sanskkrity Jain (Din: 10374325), as Non-Executive Independent Director of the Company. In terms of applicable exchange circulars they are not debarred from holding the office by virtue of any SEBI Order or any other authority.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs Government of India (the “MCA Circulars”), this Notice will be sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and 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 **Friday December 15, 2023** seeking their approval as set out in the Postal Ballot Notice. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, December 22, 2023**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from **Friday, December 29th, 2023 at 9:00 a.m. (IST) and ends on Sunday, January 28th, 2024 at 5:00 p.m. (IST)**. The results of the postal ballot will be announced on or before **Tuesday, January 30, 2024**.

The Board has appointed M/s Mayur More & Associates, Practicing Company Secretary as scrutinizer to conduct the postal ballot voting process in fair and transparent manner.

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In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the notes to the Postal Ballot Notice.

The above information will be made available on the website of the Company at [www.hiklass.co.in](http://www.hiklass.co.in).

This is for your information and records.

Thanking You,  
Yours faithfully,  
For Hi-Klass Trading and Investment Limited

SANJAY  
KUMAR JAIN

Digitally signed by  
SANJAY KUMAR JAIN  
Date: 2023.12.19  
15:16:49 +05'30'

Sanjay Kumar Jain  
Managing Director  
Din: 00415316

Encl : as above

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## **Postal Ballot Notice**

Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Friday , December 29 , 2023	Sunday, January 28, 2024

Dear Shareholder(s),

Notice of Postal Ballot is hereby given to the Members of Hi-Klass Trading and Investment Limited (“the Company”), pursuant to and in compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2020 dated May 5, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, the General Circular No.3/2022 dated May 5, 2022, the General Circular No. 11/2022 dated December 28, 2022 and the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Regulation 44 Securities and of the Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the Resolution(s) as set out in this Notice is proposed for approval of the shareholders of the Company through Postal Ballot (“Postal Ballot”) by way of voting through electronic means (“e-voting”). The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act read with Regulation 36 of Listing Regulations and Secretarial Standards on General Meeting (“SS-2”) pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the Resolution setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the Rules, appointed M/s. Mayur More and Associates (CP: 13104) Practicing Company Secretary, as Scrutinizer for conducting this Postal Ballot process through remote e-Voting, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, Shareholders can vote only through the remote e-Voting process. Accordingly, the Company is pleased to offer remote e-Voting facility to all its Shareholders to cast their votes electronically. Shareholders are requested to read the instructions under the Section, General

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information and instructions relating to e-Voting in this Notice to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-Voting process not later than Sunday, January 28, 2024 till 5.00 P.M.(IST) failing which it will be strictly considered that no vote has been received from the concerned Shareholder.

Upon completion of the votes cast through remote e-Voting, the Scrutinizer shall submit her report to Chairman or any person authorized by him. The results of the Postal Ballot conducted through remote e-voting process along with the Scrutinizer's Report shall be announced on or before January 30, 2024 at the Registered Office of the Company at Office No 15, 2nd Floor, Plot No 24, Rehman Building, Veer Nariman Road, Hutatma Chowk, Fort Mumbai -City Mh-400001. The results along with the Scrutinizer's Report shall also be intimated to the BSE Limited ('BSE') (hereinafter collectively referred to as 'Stock Exchange') where the Equity Shares of the Company are listed and will also be displayed on the Company's website at [www.hiklass.co.in](http://www.hiklass.co.in) as well as on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) The last date for e-Voting i.e. January 28, 2024 shall be deemed to be the effective date of passing of the Resolution as per SS-2.

## **SPECIAL BUSINESS:**

### **ITEM NO. 1**

#### **TO APPOINT MRS DIKSHA CHAINWALA SURANA, (DIN: 09683578) 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, Mrs Diksha Chainwala Surana, (DIN: 09683578) by appointing her 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"), Mrs Diksha Chainwala Surana, (DIN: 09683578), who has been appointed as Non-Executive Independent Director on the Board of Directors of the Company ("the Board") 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 she 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. November 01, 2023 to October 31 2028.

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**RESOLVED FURTHER THAT** Mr Sanjay Kumar Jain, Managing Director & Ms. 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. 2**

### **TO APPOINT MS. SANSKRITY JAIIN (DIN: 10374325) 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, Ms. Sanskrity Jaiin (Din: 10374325] by appointing her 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”), Ms. Sanskrity Jaiin (Din: 10374325), who has been appointed as Non-Executive Independent Director on the Board of Directors of the Company (“the Board”) 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. November 01, 2023 to October 31 2028.

**RESOLVED FURTHER THAT** Mr Sanjay Kumar Jain, Managing Director & Ms. 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.”

For & On behalf of the Board  
Hi-Klass Trading and Investment Limited

Place: Mumbai  
Date: 19.12.2023

Neha Kedia  
Company Secretary/Compliance Officer  
M.No. A36732

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## **NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto. A Statement giving relevant details of the Directors seeking appointment/reappointment under Item No. 1&2 of the accompanying Notice, as required under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure =A .
2. Notice is being sent electronically to the Members whose names appear on the registers of members/ list of beneficial owners as received from Depositories as on Friday, December 15, 2023 and who have registered their email addresses with the Company and/or with the Depositories.
3. This Postal Ballot is being conducted in compliance with applicable provisions of the Companies Act, 2013 and rules made there under read with Circulars issued by the MCA & SEBI.
4. In accordance with Section 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and applicable Regulations of SEBI Listing Regulations, physical copies of the Notice will not be circulated and the members can vote through e-voting only.
5. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same with the Depository Participants, where they maintain their demat accounts. It is however, clarified that all Members of the Company as on the Cut-off date, including those Members who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter. Further, a person who is not a member of the Company as on the Cut- off date should treat this Notice for information purpose only.
6. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars Issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The Company has engaged the services of (CDSL) for the purpose of providing remote e-voting facility to all its Members.
7. The Notice is being uploaded on the website of the Company i.e., at [www.hiklass.co.in](http://www.hiklass.co.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and shall also be communicated to the Stock exchange(s), where the Company's Equity Shares are listed and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com).

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8. Dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the postal ballot process by e-mail to the members of the Company.

9. The e-voting period commences on Friday, December 29, 2023 (9.00 a.m.) and ends on Sunday, January 28, 2024 (5:00 p.m.). The E-voting module shall be disabled by CDSL for voting after 5:00 pm on Sunday, January 28, 2024.

10. Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in this behalf.

11. Voting rights shall be reckoned on the paid-up Value of Shares registered in the name of Members / beneficial owner as on Friday, December 15, 2023.

12. The resolution(s), if approved by the requisite majority, shall be deemed to have been passed on the last date specified for receipt of votes through the e-voting process i.e. Sunday, January 28, 2024.

13. The Board of Directors has appointed CS Mayur More, Proprietor of M/s. Mayur More & Associates, and Company Secretary in practice, having C.P. No. 13104 as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

14. The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any other person authorized by him in writing who shall countersign the same.

15. The result of the voting on resolution passed by Remote e-voting will be declared on or before June 28, 2023. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results of the Postal Ballot along with the Scrutinizer's report will be hosted on the websites of the Company i.e. [www.hiklass.com](http://www.hiklass.com) and also shall be communicated to BSE Limited ("BSE") where the Company's Equity Shares are listed and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com). The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the Shareholders assented to the Resolutions.

16. Institutional/Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/authorization letter etc. with attested specimen signature of the duly authorized signatory {ies} who are authorized to of the Act, to the Company at [info@hiklass.co.in](mailto:info@hiklass.co.in).

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

18. As per SEBI circular dated 03/11/2021, every Shareholder who are holding Shares in physical form (if any) is mandatorily required to register their PAN, Bank detail, Mobile number, E-mail id and nomination otherwise their holding will be frozen and after 6 December 2025 all these Shares will be referred to the Administering Authority under Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. However the 100% holding of the Company is in dematerialized form.

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19. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for electronic inspection from the date of circulation of this Notice upto the last date specified for the e-voting i.e. Friday, December 29, 2023. Members seeking to inspect may visit the website of the Company: [www.hiklass.co.in](http://www.hiklass.co.in).

20. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the “downloads” Section of <https://www.evotingindia.com> or contact CDSL by email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

21. Further any query/grievance with respect to voting on above Postal Ballot may please be addressed to Mrs. Neha Kedia, Company Secretary at: Email id: [info@hiklass.co.in](mailto:info@hiklass.co.in), phone no.:-+91 9831021394 or to the Registrar and Transfer Agent, Purva Sharegistry (India) Pvt. Ltd.No.9, Shiv Shakti Ind. Estate, Ground Floor, J R BorichaMarg, Lower Parel, Mumbai- 400 011. Phone No: 022- 2301 8261, Fax No: 022-2301 2317 E-mail: [support@purvashare.com](mailto:support@purvashare.com)

22. The instructions and other information relating to e-voting are as under:

## **THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

The evoting period starts on **Friday, December 29th, 2023 at 9:00 a.m. (IST) and ends on Sunday, January 28th, 2024 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, December 22, 2023**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

### **A. THE DETAILS OF THE PROCESS AND MANNER FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS & MEMBERS HOLDING SHARES IN DEMATERIALIZED FORM.**

Pursuant to SEBI Circular No. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions to increase participation by the public non-institutional shareholders/retail shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository.	<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. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easi.</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</p>
Individual Shareholders holding securities in demat mode with NSDL Depository.	<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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 .</p>

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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 .
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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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 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](http://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,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

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	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders.) <ul style="list-style-type: none"><li>Members who have not updated their PAN with Company/Depository Participants are requested to use the first two letter of their name and the 8 digits of the sequences number in the PAN Field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</li></ul>

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Hi-Klass Trading and Investment Limited >on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

# HI-KLASS TRADING & INVESTMENT LTD.

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- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Window phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- xviii. **Note for Non – Individual Shareholders and Custodians.**
- Non – Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xix. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. December 22, 2023 may follow the same instructions as mentioned above for e-voting.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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## EXPLANATORY STATEMENT

### {Pursuant to Section 102 of the Companies Act, 2013}

#### Item No 1

Mrs. Diksha Chainwala Surana, (DIN: 10077160) was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from November 01, 2023, in terms of Section 161(1) of the Companies Act, 2013 and whose appointment was subsequently ratified by the members by passing special Resolution through postal ballot. The company has received declaration from Mrs. Diksha Chainwala Surana that she is meeting with the criteria of independence as provide section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations. Further, the Company has also received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director in the Company.

The Board considered the appointment of Mrs. Diksha Chainwala Surana as Non-Executive Independent Director of the Company and is of opinion that it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Non-Executive independent Director of the Company, who will not be liable to retire by rotation, for a period of Five (5) consecutive years effecting from November 01, 2023 to October 31, 2028.

Details required under Regulation 36(3) of the SEBI {Listing Obligations and Disclosure Requirements} Regulations, 2015 and the Secretarial Standards are provided below:

#### **Brief resume and expertise of Mrs. Diksha Chainwala Surana:**

Diksha Chainwala Surana age 29 years Din No 09683578 has around 11 years of Experience in the field of accounts and audit Field and she is a full time Chartered Accountant from 2016 to till date.

**Date of first appointment on the Board:** November 01, 2023.

**Names of Listed entities {other than Hi-Klass Trading and Investment Limited.} in which Mrs. Diksha Chainwala Surana holds Directorship/Chairmanship and the Chairmanship/Membership of Board Committees:** Nil

**Details of shareholding of Mrs. Diksha Chainwala Surana.:** Nil

**No. of Board Meetings attended during the year:** 1

**Committee details in Hi-Klass Trading and Investment Limited. :** NIL

**Last drawn remuneration/ Details of remuneration sought to be paid :** Mrs. Diksha Chainwala Surana shall be entitled to sitting fee as may be decided by the Board from time to time for attending meetings of the Board of Directors and Committee(s) thereof.

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Except, Mrs. Diksha Chainwala Surana, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 1

The Board of Directors therefore, recommends the resolution for appointment of Mrs. Diksha Chainwala Surana as an Independent Director of the Company for approval of the members by passing the special Resolution.

## **Item No 2**

Ms. Sanskriti Jaiin (Din: 10374325) was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from November 01, 2023, in terms of Section 161(1) of the Companies Act, 2013 and whose appointment was subsequently ratified by the members by passing special Resolution through postal ballot. The company has received declaration from Ms. Sanskriti Jaiin (Din: 10374325) that she is meeting with the criteria of independence as provide section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations. Further, the Company has also received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director in the Company.

The Board considered the appointment of Mrs. Sanskriti Jaiin (Din: 10374325) as Non-Executive Independent Director of the Company and is of opinion that it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Non-Executive independent Director of the Company, who will not be liable to retire by rotation, for a period of Five (5) consecutive years effecting from November 01, 2023 to October 31, 2028.

Details required under Regulation 36(3) of the SEBI {Listing Obligations and Disclosure Requirements} Regulations, 2015 and the Secretarial Standards are provided below:

### **Brief resume and expertise of Mrs. Sanskriti Jaiin:**

Sanskriti Jaiin age 31 years DIN No. 10374325 having experience of working with many corporate and non corporate entities including NBFCs from the year 2017 till date. She is having 6 years of experience in secretarial work and handling various roles in the areas of Auditing, and Accounts. She is having Professional Degree A.C.A., A.C.S.

**Date of first appointment on the Board:** November 01, 2023.

**Names of Listed entities {other than Hi-Klass Trading and Investment Limited.) in which Mrs. Sanskriti Jaiin holds Directorship/Chairmanship and the Chairmanship/Membership of Board Committees:** Nil

**Details of shareholding of Mrs. Sanskriti Jaiin.:** Nil

**No. of Board Meetings attended during the year:** 1

**Committee details in Hi-Klass Trading and Investment Limited. :** NIL

# **HI-KLASS TRADING & INVESTMENT LTD.**

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**Last drawn remuneration/ Details of remuneration sought to be paid** : Mrs. Sanskrity Jaiin shall be entitled to sitting fee as may be decided by the Board from time to time for attending meetings of the Board of Directors and Committee(s) thereof.

Except, Mrs. Sanskrity Jaiin, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 1

The Board of Directors therefore, recommends the resolution for appointment of Mrs. Sanskrity Jaiin as an Independent Director of the Company for approval of the members by passing the special Resolution.

**For & On behalf of the Board  
Hi-Klass Trading and Investment Limited**

**Place: Mumbai  
Date: 19.12.2023**

**Neha Kedia  
Company Secretary/Compliance Officer  
M.No. A36732**

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## ANNEXURE TO NOTICE

**Details of the Directors recommended for appointment/re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

<b>Name of the Director</b>	Mrs. Diksha Chainwala Surana	Ms. Sanskkrity Jaain
<b>Date of Birth</b>	21-01-1994	15-11-1992
<b>DIN</b>	09683578	10104639
<b>Expertise in specific functional area</b>	She has around 11 years of experience in the field of Accounts and Audit Field, and she is a Full time Chartered Accountant from 2016 to till date.	Having experience of working with many corporate and non corporate entities including NBFCs from the year 2017 till date. She is having 6 years of experience in secretarial work and handling various roles in the areas of Auditing, and Accounts.
<b>Qualification</b>	B.Com, A.C.A, CIMA	B.Com, A.C.A, A.C.S
<b>No. of Equity Shares held</b>	Nil	Nil
<b>List of other Companies in Which directors hip are held (excluding Foreign Companies &amp; Section 8 Companies)</b>	NA	NA
<b>Inter-se relationships with directors and key managerial personnel</b>	Nil	Nil