

HI-KLASS TRADING AND INVESTMENT LIMITED

ANNUAL REPORT 2016-17

REGISTERED OFFICE:

12-B, HAJI HABIB BUILDING, 2ND FLOOR, DR. B AMBEDKAR ROAD, OPP FIRE
BRIGADE, DADAR EAST, MUMBAI- 400 014
CIN- L51900MH1992PLC066262

HI-KLASS TRADING AND INVESTMENT LIMITED

BOARD OF DIRECTORS	<ol style="list-style-type: none"> 1. MR. SURESH T JAIN- MANAGING DIRECTOR 2. MR. VIMAL S. PATANGIA- EXECUTIVE DIRECTOR 3. MR. PRAVIN K. CHOPDA- EXECUTIVE DIRECTOR & CFO 4. MS. ANUPAMA N. SHAH- NON-EXECUTIVE INDEPENDENT DIRECTOR 5. MR. PRAKASH SHREE GUPTA- NON-EXECUTIVE INDEPENDENT DIRECTOR 6. MR. PRAVIN PRAKASH RANE- NON-EXECUTIVE INDEPENDENT DIRECTOR
AUDITORS	<p style="text-align: center;">R.R. GAWANDE & CO CHARTERED ACCOUNTANTS F-160, B WING, EXPRESS ZONE, HIGHWAY, GOREGAON EAST, MUMBAI- 400 063</p>
BANKERS	<p style="text-align: center;">INDIAN OVERSEAS BANK FORT BANK</p>
SHARE TRANSFER AGENT	<p style="text-align: center;">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</p>
REGISTERED OFFICE	<p style="text-align: center;">12-B, HAJI HABIB BUILDING, 2ND FLOOR, DR. B AMBEDKAR ROAD, OPP FIRE BRIGADE, DADAR EAST, MUMBAI- 400 014</p>

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NOTICE

Notice is hereby given that the Twenty-Fourth (24th) Annual General Meeting of the Members of M/s Hi-Klass Trading & Investment Limited will be held on Monday, 28th August, 2017, at the registered Office of the Company situated at 12-B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014, at 09.00 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 2017, and report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Pravin Kesharchand Chopda Director Identification No- 00648495, 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 until the conclusion of the next 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 R.R. Gawande & Co. Chartered Accountants, (FRN 123762W) be and are hereby re-appointment as Auditors of the Company to hold the office from this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration as may be determined by the Audit Committee in consultation with the Auditors.

SPECIAL BUSINESS:

PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO NON-PROMOTERS

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

“RESOLVED THAT pursuant to the provisions of sections 62(1)(c), Section 42 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendment, modification, variation or re-enactment thereof and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Securities and Exchange Board of India, the Stock Exchange where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the “Appropriate Authorities”) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement as per SEBI (LODR) Reg. 2015 entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the

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Appropriate Authorities and subject to such conditions and modifications as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall include any Committee constituted for time being in force), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue and allot up to an aggregate of 11,00,000 Equity shares for cash at a price of Rs. 12/- per equity share (including a premium of Rs. 2/- per Equity share) on preferential basis to the Non-Promoters on such conditions and terms and in such manner as may be decided by the Board in this connection;

RESOLVED FURTHER THAT the Relevant date in relation to the issue of Equity Shares in accordance with the SEBI (ICDR) Regulations will be 28th July, 2017, being the date 30 days prior to the date of passing the resolution;

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall rank *pari passu* with the existing equity shares of the Company in all respects;

"RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue and allotment of Equity shares including reduction of the size of the issue, as it may deem expedient;

Place: Mumbai
Date: 28.07.2017

For and on behalf of the Board of Directors

Suresh T. Jain
Managing Director
Director Identification No - 01142300

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ANNEXURE TO ITEM NO 2 OF THE NOTICE

Name of the Director	Mr. Pravin Kesharchand Chopda
Date of Birth	24.12.1968
Relationship with other director inter-se	None
Date of Appointment	26.08.2004
Expertise in specific functional area	Accounts, Finance Etc.
Qualification	Commerce Graduate
No of Equity Shares held in the Company	5,51,100
Directorship in other Indian Public Limited Company	None
Chairman/Membership of Committees in other Indian Public Limited Companies as on 31 st March, 2017	None

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. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Pravin Kesharchand Chopda (DIN 00648495), Director, retires by rotation at the Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company commend his reappointment. Brief resume of Mr. Pravin Kesharchand Chopda who is proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as per Listing Rules, is annexed hereto.

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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.
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 Monday, 21st August, 2017 to Monday, 28th August, 2017 (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, 2017 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 2017 are being sent by the permitted mode.
16. The Notice of the 24th 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

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registered with the Company/Depository Participant(s) unless a member has requested for a 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 24th AGM and the Annual Report- 2017 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 Clause 49 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 Friday, 25th August, 2017 at 9.00 a.m. and ends on Sunday, 27th August, 2017 at 5.00 pm For this purpose the company has signed an agreement with Central Depository Services (India) Ltd ("CDSL") for facilitating e-voting.

Please read the instructions given overleaf before exercising the vote. This communication forms an integral part of the notice dated 28th July, 2017 for the Annual General Meeting.

22. Instructions for E-voting in the Annual General Meeting In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" viz Hi-Klass Trading and Investment Ltd. from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

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- 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.
(v) Next enter the Image Verification as displayed and Click on Login.
(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</p>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field</p>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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

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share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> viz Hi-Klass Trading and Investment Ltd. on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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(xvii) 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.

· Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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.

· After receiving the login details they have to create a user who 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 and on approval of the accounts they would be able to cast their vote.

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· 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.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on Friday, 25th August, 2017 at 9.00 a.m. and ends on Sunday, 27th August, 2017 at 05.00 pm IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 21st August, 2017 may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

22. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Monday, 21st August, 2017.

23. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on Friday, 28th July, 2017.

24. The Shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of Monday, 21st August, 2017. The facility of e-voting would be provided once for every folio/client ID, irrespective of the number of joint holders.

25. MAYUR MORE (Membership No ACS 35249 CP No. 13104) Proprietor of MAYUR MORE & ASSOCIATES., a Practicing Company Secretary, has been appointed as a Scrutinizer for the e-voting process.

26. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

27. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available at the registered office of the Company, and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of

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the Company and communicated to the Ahmedabad Stock Exchange Limited and Pune Stock Exchange Limited.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

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ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

As per Section 62(1)(c) and 42 of the Companies Act, 2013 and Chapter VII of SEBI (Issue of capital and Disclosure requirements) Regulations, 2009 ("SEBI (ICDR) Regulations"), approval of shareholders in the General meeting by way of special resolution is required for allotment of 11,00,000 Equity shares on preferential basis.

The relevant disclosures as required in terms of the SEBI (ICDR) Regulations are as under:

a) **Objects of issue :**

The object of the issue is to augment the resources of the Company, primarily for expansion and for future growth of the business.

b) **Intention of Promoters / Directors / Key management persons to subscribe to the offer:**

c) None of the Promoters are subscribing any share in the preferential issue.

d) **Shareholding Pattern before and after the preferential allotment:**

The Shareholding Pattern of the Company, before and after the Preferential Allotment would be as follows:

Sr. No.	Category	Before preferential allotment of equity shares		After Current preferential allotment of equity shares	
		No. of shares held	% of shares holding	No. of shares held	% of shares holding
A	Promoters Holding				
1	India:				
	Individual	8,17,500	40.75	8,17,500	26.32
	Bodies Corporate	-	-	-	-
	Sub Total	8,17,500	40.75	8,17,500	26.32
2	Foreign Promoters	-	-	-	-
	Sub Total	8,17,500	40.75	8,17,500	26.32
B	Non-Promoters holding				
1	Institutional Investors	-	-	-	-
2	Non-Institution:				
	Private Corporate Bodies	11,85,850	59.11	11,85,850	38.18
	Indian Public	2,850	00.14	11,02,850	35.50
	Others (Including NRIs)	-	-	-	-
	Sub Total(B)	11,88,700	59.25	22,88,700	73.68

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	GRAND TOTAL	20,96,200	100	31,06,200	100
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e) Proposed time within which allotment will be completed:

As required under SEBI (ICDR) Regulations, the allotment 11,00,000 Equity shares will be completed within 15 days period from the date of passing of the said resolution. Provided that where the allotment is pending on account of pendency of any approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 days from the date of such approval.

f) Identity of the Proposed allottees and percentage of post-issued capital that may be held:

The names of the proposed allottees 11,00,000 Equity shares and the percentage of expanded capital to be held by them after the proposed allotment of the said equity shares as per the said resolution are as under:

Sr. No	Name	Category	Pre preferential Share holding	% of pre issued capital	Proposed allotment equity	% of post issued capital
1	Sanjay Kumar Jain	Non-Promoter	-	-	35000	1.13
2	Suman Jain	Non-Promoter	-	-	35000	1.13
3	Sejal Jain	Non-Promoter	-	-	20000	0.64
4	Shiksha Jain	Non-Promoter	-	-	30000	0.97
5	Anita Agarwal	Non-Promoter	-	-	75000	2.41
6	Reena Jain	Non-Promoter	-	-	75000	2.41
7	Rajiv Kumar Jain	Non-Promoter	-	-	70000	2.25
8	Ratan Lal	Non-Promoter	-	-	80000	2.58
9	Amit Saraogi	Non-Promoter	-	-	60000	1.93
10	Punam Saraogi	Non-Promoter	-	-	40000	1.29
11	Bimla Saraogi	Non-Promoter	-	-	45000	1.45
12	Rozy Jain	Non-Promoter	-	-	110000	3.54
13	Sarad Kumar	Non-Promoter	-	-	130000	4.19

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	Jajodia					
14	Jayesh G. Kuwadia	Non-Promoter	-	-	125000	4.02
15	Kapil Taneja	Non-Promoter	-	-	125000	4.02
16	Dinesh Gangwal	Non-Promoter	-	-	25000	0.80
17	Renu Jain	Non-Promoter	-	-	20000	0.64

g) Change in management :

The proposed preferential allotment of equity shares will not result in any change in the management and control of the Company. Voting rights shall change according to the change in the shareholding pattern mentioned above.

h) Pricing :

The issue Equity shares on preferential basis shall be at price of Rs. 12 /- (Rs.10/- face value + Re. 2/- premium). The price is determined in compliance with SEBI (ICDR) Regulations for preferential issue.

i) Relevant date :

Relevant date as stipulated in SEBI (ICDR) Regulations for determination of price for equity shares is 28th July, 2017 i.e. 30 days prior to the date of the meeting of the members of the Company. However since shares of the company are infrequently traded as per definition given under SEBI Regulations the valuation is done accordingly

j) Auditors Certificate :

Auditor's Certificate confirming that the proposed issue of Equity Shares is in accordance with the SEBI (ICDR) Regulations, 2009 shall be laid before the shareholders at the proposed 2nd Annual General Meeting.

The same shall be available for inspection up to the date of the Annual General Meeting at the Registered Office of the Company at 12-B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp. Fire Brigade, Dadar East, Mumbai- 400 014, on any working day between 11.00 a.m. to 5.00 p.m.

k) Lock in :

The Equity shares being allotted on preferential basis to the non-promoters shall be locked-in for a period of 1 year as per SEBI Regulations.

The period of Lock-in mentioned above shall commence from the date of trading approval being granted by the concerned stock exchange, if any

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of 6 months from the date of preferential allotment.

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The special resolution, if passed, will have the effect of allowing the Board to issue and allot securities to the investor who may or may not be an existing shareholder of the Company.

None of the Directors of the Company are concerned or interested in the aforesaid proposed resolution except to the extent of their shareholding.

The Board of Directors of the Company recommends the resolution for the approval of the shareholders.

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DIRECTOR'S REPORT

To,
The Members,
Hi-Klass Trading and Investment Limited
Mumbai

Your Directors have pleasure in presenting their Twenty-Four (24th) Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

1. FINANCIAL RESULTS:-

Particular	2016-17 (Rs in Lakhs)	2015-16 (Rs in Lakhs)
Total Income	77.50	31.79
Profit/(loss) before Depreciation	23.27	0.15
Less: Depreciation & Amortization	0.20	0.08
Profit / (Loss) before tax	23.07	0.07
Provision for tax net off Differed Tax	7.58	0.06
Earlier Tax provisions written back	Nil	Nil
Profit / (Loss) after Taxation	15.49	0.01

2. DIVIDEND:-

Your director's not yet recommended dividend for the year under review.

3. RESERVES:-

During the year under review, Rs. 15.50 Lakhs amount has been transferred to reserves.

4. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR:-

During the period under review, your directors inform you that your company has only one registered & corporate office situated at Mumbai City. Your directors has initiated to words prospective vision & object for future growth of the company.

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY:-

There are no changes in the nature of business during the Financial Year 2016 - 2017 and from the end of Financial Year 31st March, 2017 till the date of this report.

6. INFORMATION ON MATERIAL CHANGES AND COMMITMENTS:-

There are no material changes and commitments affecting the financial positions of the Company during period under review.

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7. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:-

During the period under review, your company doesn't receive any such kind of order from the regulator or Courts or Tribunals.

8. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:-

During the period under review, your company has adequate Internal Control.

9. DETAILS OF PERFORMANCE AND FINANCIAL POSITION SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:-

During the period under review, your Company doesn't have any Subsidiary, Associates and Joint Venture.

10. DEPOSITS:-

The Company did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year under review.

11. STATUTORY AUDITORS:-

The board of directors of the company proposed the re-appointments of M/s. R. R. Gawande & Co, Chartered Accountants, as Statutory Auditors of the Company from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company.

You are requested to re-appoint the statutory auditors for the financial year ended 31st March, 2018.

12. AUDITORS' REPORT:-

Your Directors are pleased to inform you that the Statutory Auditors of the Company have not made any adverse or qualified remarks in their audit report.

13. SHARE CAPITAL:-

(A) Issue of Equity Shares with Differential Rights: The Company has not issued any equity shares with differential rights during the Financial Year 2016-17.

(B) Issue of Sweat Equity Shares: The Company has not issued any Sweat Equity Shares during the Financial Year 2016-17

(C) Issue of Employee Stock Options: The Company has not issued any Employee Stock Options during the Financial Year 2016-17.

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14. EXTRACT OF THE ANNUAL RETURN:-

The extract of the annual return in Form No MGT - 9 shall form part of the Board's report is attached as annexure-III.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:-

Since your company was not engaged in any Manufacturing activities during the year under review the details regarding conservation of energy technology absorption are reported to be NIL as mentioned in Annexure-I

16. CORPORATE SOCIAL RESPONSIBILITY (CSR):-

During the year under review, provision of Corporate Social Responsibility (CSR) Rule has not applicable to your company.

17. DIRECTORS:

A) Changes in Directors and Key Managerial Personnel

The details about the changes in the directors or key managerial personnel by way of appointment, re - designation, resignation, death or disqualification, variation made or withdrawn etc. In the case of a public company, the name of the director who is/are liable to retire by rotation and also whether he/they offers/offer for re- appointment:-

In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Pravin Kesharchand Chopda (Director Identification No - 00648495), Director, retires by rotation at the Meeting and being eligible, offers himself for reappointment.

B) Declaration by an Independent Director (s) and Re- Appointment, If Any:

During the year no such appointment of Independent Director (s), The appointment of Ms. Anupama Nathalal Shah, Mr. Prakash Shree Gupta, Mr. Pravin Prakash Rane, Non-Executive Independent Directors, were formalised by the Board of Directors at its meeting held on March 30, 2015.

All the Independent Directors have given the declarations that they meet the criteria for Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

C) Board Annual Evaluation:-

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The Board shall include a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors.

18. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:-

No. of Board Meetings held during the year along with the dates of the meeting: During the year six board meetings were held on: 30th May, 2016, 6th June, 2016, 13th August, 2016, 18th October, 2016, 23rd December, 2016, 31st March, 2017.

19. AUDIT COMMITTEE:-

The composition of an Audit Committee to be disclosed and where the Board had accepted recommendation of the Audit Committee for re-appointment and/or ratification of M/s R. R. Gawande & Co., Chartered Accountants from this Annual General Meeting until conclusion of next Annual General Meeting, the same shall be disclosed along with the reasons therefore.

20. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:-

The details of establishment of vigil mechanism for directors and employees to report genuine concerns to be disclosed.

21. NOMINATION AND REMUNERATION COMMITTEE:-

During the period under review, your company has set up Nomination Remuneration Committee pursuant to provision 179 of the Companies Act, 2013 set out in annexure of this report.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:-

During the period under review, your company does not have any transaction relating to loans, guarantee or investments under section 186.

23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the period under review, your company does not have any Contract or arrangement referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions.

24. MANAGERIAL REMUNERATION:-

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

During the period under review, not applicable to your company

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B) Details of the every employee of the Company as required pursuant to 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

During the period under review, No employee (s) fall under Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

C) Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report.

During the period under review, No Director (s) of the Company except Mr. Suresh T. Jain, Managing Director of the Company drawing remuneration.

25. SECRETARIAL AUDIT AND SECRETARIAL AUDIT REPORT:-

During the period under review, Secretarial Audit Report given by Mayur More Proprietor of M/s MAYUR MORE & ASSOCIATES, Company Secretaries shall be annexed with the report as Annexure-II

26. CORPORATE GOVERNANCE CERTIFICATE:-

During the period under review, your company has taken corporate governance certificate from the Statutory Auditors regarding compliance of conditions of corporate governance as stipulated as per the SEBI (Listing Obligation and Disclosure Requirement) Regulation (referred as "Listing Rules") shall be annexed with the report.

27. RISK MANAGEMENT POLICY:-

During the period under review, your company has taken appropriate risk management policy for future growth & prospective.

28. DIRECTORS' RESPONSIBILITY STATEMENT:-

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that –

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

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(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. PARTICULARS OF EMPLOYEES:-

Details of Remuneration as per Companies (Appointment and remuneration of Managerial Remuneration) Rules 2014 are as follows:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year: NA
2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: NA
3. The percentage increase in the median remuneration of employees in the financial year: NA
4. The number of permanent employees on the rolls of company: Nil
5. The explanation on the relationship between average increase in remuneration and company performance: NA
6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company: NA
7. Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year: NA
8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NA
9. The key parameters for any variable component of remuneration availed by the directors: NA
10. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: NA
11. Affirmation that the remuneration is as per the remuneration policy of the company: NA

30. ACKNOWLEDGEMENTS:-

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

Place: Mumbai
Date: 28.07.2017

For and on behalf of the Board of Directors

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Suresh T. Jain
Managing Director
Director Identification No - 01142300

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Industry Structure and Development:-

Non-banking finance companies (NBFCs) have scripted a great success story. Their contribution to the economy has grown in leaps and bounds from 8.4% in 2006 to above 14% in March, 2015.

In terms of financial assets, NBFCs have recorded a healthy growth—a compound annual growth rate (CAGR) of 19% over the past few years—comprising 13% of the total credit and expected to reach nearly 18% by 2018 -19.

With the on-going stress in the public sector banks due to mounting bad debt, their appetite to lend (especially in rural areas) is only going to deteriorate. The success of NBFCs can be clearly attributed to their better product lines, lower cost, wider and effective reach, strong risk management capabilities to check and control bad debts, and better understanding of their customer segments. Not only have they shown success in their traditional bastions (passenger and commercial vehicle finance) but they have also managed to build substantial assets under management (AUM) in the personal loan and housing finance sector which have been the bread and butter of retail banks. Going forward, the latent credit demand of an emerging India will allow NBFCs to fill the gap, especially where traditional banks have been wary to serve. Additionally, improving macroeconomic conditions, higher credit penetration, increased consumption and disruptive digital trends will allow NBFC's credit to grow at a healthy rate of 7-10% (real growth rate), over the next five years. Clearly, NBFCs are here to stay.

Capital Market:-

Indian investors get a handsome 17-18.5% return from stocks during the financial year ending March 2017, as the Narendra Modi government aggressively pursued crucial reforms such as the Goods and Services Tax and after an emphatic win in the Uttar Pradesh election.

The 30-share benchmark Sensex ended the financial year up 16.9% while the broader Nifty was up 18.5% as the reforms push bolstered investors faith in the growth story of Asia's third largest economy.

Investors are betting on a further rise in the share prices in the coming days as GST is rolled out, Indian companies post better profits and as the economic growth picks up.

“In terms of market strategy, 44% of investors think stock picking remains the best strategy and another 35% think this is a bull market and they are buyers of equities,” it said, adding 2/3 of investors surveyed expect India to outperform other major emerging markets.

Indian stocks have especially surged in the past three months with the Sensex rising 11% from the end of December. The UP election results showing BJP's overwhelming win in the country's biggest state and a positive signal to Modi's second term at the Centre compounded investor confidence.

“Indian financial markets have had a great ride in first quarter of calendar year 2017. This follows exceptionally high volatility and the related hit caused by the unexpected

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demonetisation announced in early November and the strong dollar rally," CLSA said in a note.

Global developments especially in the United States and a general improvement in economic outlook also aided the bull run.

The US benchmarks Dow Jones Industrial Average is up 17% while Nasdaq is up 21% in the last 12 months. UK's FTSE-100 is up 19% despite the Brexit worries.

In Asia, the Japan's Nikkei is up 13.5% on extension of Bank of Japan's monetary stimulus and a pickup in growth but Shanghai stock index was up just 7% as the economy continues to slow.

Outlook, Risk and Concern:-

India will remain the fastest-growing major economy in the world.

That's the Narendra Modi government's outlook for Asia's third-largest economy, despite the shock of demonetisation and a range of uncertainties, both at home and abroad.

India's real GDP growth will remain between 6.75% and 7.5% in the 2017-2018 financial year, the government said in its Economic Survey, an annual document that deciphers the state of the economy.

"Even under this forecast, India would remain the fastest growing major economy in the world," the survey said, although the International Monetary Fund earlier this year estimated that China was growing faster than India.

In the current financial year, real GDP is projected to grow at about 7%, the survey added, significantly lower than the 7.6% growth the economy registered in 2015-2016.

"Macroeconomic stability is easy to overlook and become complacent about," he added.

The coming financial year won't be particularly easy either. The economy will continue to deal with the effects of demonetisation while also contending with a range of global uncertainties. The biggest international risks to the Indian economy that Subramanian listed out include rising oil prices, trade-related tensions between major economies, and growing protectionism.

Opportunity and Threats:

Opportunity:-

- i. Long-term economic outlook positive, will lead to opportunity for capital market services
- ii. Growing Financial Services industry's share of wallet for disposable income
- iii. Regulatory reforms would aid greater participation by all class of investors
- iv. Leveraging technology to enable best practices and processes

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- v. Corporate looking at consolidation / acquisitions / restructuring opens out opportunities for the corporate advisory business

Threats:-

- i. Execution risk
- ii. Short term economic slowdown impacting investor sentiments and business activities
- iii. Slowdown in global liquidity flows
- iv. Increased intensity of competition from local and global players
- v. Market trends making other assets relatively attractive as investment avenues

Operational and Financial Performance:-

The summarized performance of Hi-Klass Trading & Investment Limited was as under:

	2016-17 (Rs in Lakhs)	2015-16 (Rs in Lakhs)
Revenue from Operation	77.50	31.79
Others	Nil	0.00
Profit Before Tax	23.07	0.07

Human Resources and Industrial Relations:-

The Company has appropriate policies in place for recruitment, training, skill development and compensation for its workmen, employees and staff. The Company makes an effort to keep on building good relationship with its associates, competitors and all the stakeholders in the various industries wherein it operates.

Risk Management:-

Company has formulated a risk management framework which lays the procedure for risk assessment and mitigation. Company manages various risks like financial risk, operational risk, marketing risk, external risk and regulatory risks associated with the mortgage business. The critical risks which can significantly impact profitability and financial strength are credit risk, interest rate risk and liquidity risk.

Internal Control System:-

The Company has very effective control system covering both accounting and administrative controls. The internal audit carries out audit tests and report on non-compliance / weaknesses if any, through internal audit reports. These reports are reviewed by the Audit Committee of the Board.

Place: Mumbai
Date: 28.07.2017

For, Hi-Klass Trading and Investment Limited

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Suresh T. Jain
Managing Director
Director Identification No - 01142300

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ANNEXURE TO DIRECTORS' REPORT ON CORPORATE GOVERNANCE

Corporate Governance is a set of standards which aims to improve the Company's image, efficiency and effectiveness. It is the road map, which guides and directs the Board of Directors of the Company to govern the affairs of the Company in a manner most beneficial to all the Shareholders, the Creditors, the Government and the Society at large.

The Securities and Exchange Board of India ("SEBI") on 2nd September, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with an aim to consolidate and streamline the provisions of the Listing Agreements for different segments of capital markets to ensure better enforceability. The Listing Regulations were made effective from 1st December, 2015 (effective date). Accordingly, all listed entities were required to enter into the Uniform Listing Agreement within 6 (six) months from the effective date. Your Company has accordingly entered into Listing Agreement with BSE Limited and the National Stock Exchange of India Limited during the month of February, 2016.

A report on compliance with the implementation of Regulation 34 (3) read with Chapter IV and Schedule V of Listing Regulations is given below:

1. Company's philosophy on code of corporate Governance: The Company believes in the practice of good Corporate Governance. A continuous process of delegation of powers commensurate with accountability coupled with trust, faith and transparency has been embedded in the day to day functioning. The company will endeavour to improve on these aspects on an ongoing basis.

2. Board of Directors: Size of the Board: The Board of Directors of the Company consists of 6 Director's, Composition, category and their attendance at the Board meetings during the year and at the last Annual General Meeting as also the number of other Directorship/ Membership of Committees are as follows:

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at last AGM	No. of other companies excluding Pvt. Ltd. Companies in which Director	No. of Committees (other than Hi-Klass Trading & Investment Limited) in which member
Shri. Suresh T. Jain	Managing Director	6	Yes	Nil	Nil
Shri. Pravin K. Chopda	Executive Director	6	Yes	Nil	Nil
Shri. Vimal Shantilal	Executive Director	6	Yes	Nil	Nil

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Patangia					
Ms. Anupama Nathalal Shah	Non Executive Independent	6	Yes	Nil	Nil
Shri. Prakash Shree Gupta	Non Executive Independent	6	Yes	Nil	Nil
Shri. Pravin Prakash Rane	Non Executive Independent	6	Yes	Nil	Nil

No. of Board Meetings held during the year along with the dates of the meeting: During the year five Board Meetings were held on: 30th May, 2016, 6th June, 2016, 13th August, 2016, 18th October, 2016, 23rd December, 2016, 31st March, 2017.

2.1. Present Directorship/committee in other companies (including Hi-Klass Trading and Investment Limited)

SR No	Name of the Director	Directorship (Name of Companies)	Committee Position		
			Name of the Company	Committee	Position
1	Shri. Suresh T. Jain	Hi-Klass Trading and Investment Ltd	Hi-Klass Trading and Investment Ltd	Audit Stakeholders Relationship	Member Member
2	Shri. Pravin K. Chopda	Hi-Klass Trading and Investment Ltd	Hi-Klass Trading and Investment Ltd	Audit	Member
3	Shri. Vimal Patangia	Hi-Klass Trading and	Hi-Klass Trading and	Audit	Member

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		Investment Ltd	Investment Ltd		
4	Ms. Anupama Shah	Hi-Klass Trading and Investment Ltd	Hi-Klass Trading and Investment Ltd	Audit Nomination and Remuneration Stakeholders Relationship	Member Member Member
5	Shri. Prakash Gupta	Hi-Klass Trading and Investment Ltd	Hi-Klass Trading and Investment Ltd	Audit Nomination and Remuneration Stakeholder Relationship	Chairman Chairman Chairman
6	Shri. Pravin Prakash Rane	Hi-Klass Trading and Investment Ltd	Hi-Klass Trading and Investment Ltd	Audit Nomination and Remuneration Stakeholder Relationship	Member Member Member

2.2. Disclosure of relation between directors Inter-se

None of directors of the company are related to each other

2.3. Number of shares and convertible instruments held by Non-Executive Directors

None of the Non-Executive Directors holds any shares or convertible instruments

2.4. Information place before board

The Board has complete access to all information of the Company, including inter-alia, the information to be placed before the Board of Directors as required under the Listing

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Regulations. The important decisions taken at the Board/Board Committee Meetings are communicated to the concerned Departments/Divisions.

2.5. Evaluation of Board

In terms of Section 178(2) of the Companies Act, 2013 read with Rules framed thereunder and Part D of Schedule II of Listing Regulations, the Nomination & Remuneration Committee have evaluated the performance of each Director, Board and various committees for the financial year ended 31st March, 2017. The evaluation of the performance of each Director was based on level of participation in meetings, understanding the roles & responsibilities, understanding the strategic issues and challenges in the Company. The evaluation of the Performance of Board was based on board composition, experience & competencies, understanding of business and competitive environment, quality of discussions at the board meetings, time spent by the board on the Company's long term goals and strategies. The Independent Directors at their meeting also discussed the performance of the Non-Executive Directors including the Chairman of the Board. Based on the above broad parameters, the effectiveness of the Board and its Committees were found satisfactory.

2.6. Responsibilities of the Board:

The Board discharges the duties, responsibilities as required under the applicable statute (s) including the Companies Act, 1956, Companies Act 2013 Guidelines issued by SEBI and other regularities bodies from time to time. The Board of Directors ensures that other responsibilities do not have any material impact on their responsibilities as Directors of the Company.

2.6. Independent Directors

Your Company had at its Board Meeting (AGM) held on 30th March, 2015 has appointed Ms. Anupama Shah, Mr. Prakash Shree Gupta, Mr. Pravin Prakash Rane as an Independent Director to hold office for 5 (five) consecutive years pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013.

Independent Directors have submitted a declaration that they meet the criteria of Independence as per the provisions of Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and none of the Independent Directors is holding directorships in more than 7 listed companies. Company has issued the formal letter of appointment to the Independent Directors in the manner provided under the Companies Act, 2013.

2.7. Meeting of Independent Directors

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive Directors or management personnel. All Independent Directors strive to be present at such meetings. During the Financial Year ended 31st March, 2017, 1 (one) meeting was held on 31st March, 2017.

2.8. Familiarization Programme for Independent Directors

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Regulation 25(7) of the Listing Regulations mandates the Company to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

The Company through its Managing Director/ Whole time Director/ Senior Managerial Personnel conduct programmes/presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company. Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, services and product offerings, organization structure, finances, sales and marketing, human resources, technology, quality of products, facilities and risk management and such other areas as may arise from time to time.

The above programme also includes the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities. The Company also circulates news and articles related to the industry from time to time and provide specific regulatory updates

2.9. Role of Independent Directors:

The Independent Directors plays an important role & participate in all the deliberation of the Board and contribute to the decision making process with their knowledge and expertise in the areas of Accounts, Financial, Law & other professional areas.

3. Committee of Board

3.1. Audit Committee:

The brief description of terms of references of Audit Committee is as under: -

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment/re-appointment of external and internal auditors, tax auditors, cost auditors, fixation of statutory audit fees, internal audit fees and tax audit fees and also approval for payment of any other services.
- Review with management, the annual financial statements before submission to the Board.
- Review quarterly un-audited/audited financial results/quarterly review reports.
- Review the financial statements in particular of the investments made by the unlisted subsidiary companies.
- Review with management, performance of external and internal auditors, and adequacy of internal control system.

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- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussions with statutory auditors before the audit commence about nature and scope of audit as well as have post audit discussions to ascertain any area of concern.
- Approve the appointment of Chief Financial Officer.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors, if any.
- Review of the use/application of money raised through Public/Rights/Preferential Issue, if any.
- Approval or any subsequent modification(s) of transactions of the Company with related parties, if any.
- Review and monitor auditors independence and performance and effectiveness of audit process.
- Scrutiny of inter-corporate loans and investments.
- Review the Company's financial and Risk Management Policy.
- Discussions with internal auditors of any significant findings and follow up thereon.
- The Composition of the Audit Committee is in line with the provision of Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. The members of the Audit Committee are financially literate and have requisite experience in financial management. The Board has constituted an Audit Committee. **Shri. Prakash Shree Gupta** is a Chairman of the committee with Shri. Suresh Tarachand Jain, Mr. Pravin Kesharchand Chopda, Ms. Anupama Nathalal Shah, Shri. Prakash Shree Gupta, Shri. Pravin Prakash Rane are members. The Company Secretary acts as Secretary to the Committee.

The terms of reference of the Audit Committee are as outlined in the Companies Act, 2013 and the Listing Agreement (s).

During the year under review, a total of five meetings of the Audit Committee were held, on 30th May, 2016, 13th August, 2016, 18th October, 2016, 23rd December, 2016, 31st March, 2017.

The Composition of Audit committee and attendance of each committee members is as under:-

Committee Member	Designation	Category	No of Meeting
------------------	-------------	----------	---------------

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Mr. Prakash Shree Gupta	Chairman	Non Executive, Independent	5
Mr. Pravin Kesharchand Chopda	Member	Executive, Non Independent	5
Mr. Suresh Tarachand Jain	Member	Promoter, Executive, Non Independent	5
Ms. Anupama Nathalal Shah	Member	Non Executive, Independent	5
Mr. Pravin Prakash Rane	Member	Non Executive, Independent	5

4. Nomination and Remuneration Committee:

The Company has a Nomination & Remuneration Committee of Directors. The nomenclature of Remuneration Committee of Board was changed to Nomination and Remuneration Committee and the roles were widened to comply with the provisions of Companies Act, 2013 and the new amended Clause 49 of the Listing Agreement effective from 1st October, 2014 at the Board Meeting held on 14th August, 2014 relevant provisions of regulation 19 of the Securities and Exchange of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Members of Nomination and Remuneration Committee are Mr. Pravin Prakash Rane, Ms. Anupama Nathalal Shah, Chairman of this Committee is **Mr. Prakash Shree Gupta.**

The Composition of the Nomination and Remuneration Committee and the details of meetings attended by the members of the Nomination and Remuneration Committee are given below:-

Committee Member	Designation	Category	No of Meeting
Mr. Prakash Shree Gupta	Chairman	Non- Executive, Independent	5
Ms. Anupama Nathalal Shah	Member	Non- Executive, Independent	5
Mr. Pravin Prakash Rane	Member	Non- Executive, Independent	5

The broad terms of reference of the Nomination & Remuneration Committee are as under:

To approve the annual remuneration plan of the Company;

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To approve the remuneration and commission/incentive remuneration payable to the Managing Director and Whole Time Director for each financial year;

To approve the remuneration and annual performance bonus payable to the Chief Financial Officer and the Executive Vice Presidents of the Company for each financial year;

Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.

5. Stakeholder's Relationship Committee:

The Company has a Stakeholders Relationship Committee of Directors to look into the redressal of complaints of Investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc. The nomenclature of Shareholders and Investor Grievance Committee of Board was changed to Stakeholders Relationship Committee and the roles have been widened to get in line with the provisions of Companies Act, 2013 and the new amended Clause 49 of the Listing Agreement effective from 1st October, 2014. And relevant provisions of regulation 20 the Securities and Exchange of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The members of the Committee are Mr. Prakash Shree Gupta, Chairman, Mr. Suresh T. Jain, Ms. Anupama Nathalal Shah, Mr. Pravin Prakash Rane. Five meetings of the committee were held during the year on 30th May, 2016, 13th August, 2016, 18th October, 2016, 23rd December, 2016, 31st March, 2017

6. Compliance Officer: Mr. Suresh T. Jain (Managing Director)

7. General Body Meetings: The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Location
2013-14	30.12.2014	10.00 am	12/B, Haji Habib Building, 2 nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014
2014-15	30.09.2015	10.00 am	12/B, Haji Habib Building, 2 nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014
2015-16	30.09.2016	09.00 am	12/B, Haji Habib Building, 2 nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014

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8. **Disclosures:** There were no transactions of material nature with its promoters. The Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large

9. **Means of Communication:**

- i. Quarterly results were send to stock exchange through Registered AD Post.
- ii. Newspapers wherein results normally published in Newspapers in One English along with regional language of the state.
- iii. Any website, where displayed: NA
- iv. Whether it also displays official news releases; and
- v. The presentations made to institutional investors or to the analysts: Not applicable

10. **General Shareholder Information:**

i. AGM: Monday, 28th August, 2017 at 09.00 a.m. At 12/B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014., India

ii. Financial year: 2016-17

iii. Date of Book closure: 21 /08/2017 to 28/08/2017 (both days inclusive)

iv. Dividend Payment Date: - NA

v. Listing on Stock Exchanges: Ahmedabad Stock Exchange Ltd & Pune Stock Exchange Ltd

vi. Stock Code: - NA

vii. Market Price Data: - Nil

viii. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc. : NA

ix. Registrar and 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

x. Share Transfer System: your board of director lodge share transfer during the financial year as per provision of Companies Act, 2013

xi. Distribution of shareholding:

Distribution of Shareholding as on 31.03.2017

No. of Equity	No.	of	%	No. of Shares	%
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Shares Held	Shareholders			
Up to 5000	254	0.14	2,850	0.14
5001 to 10000	-	-	-	-
10001 to 20000	4	3.12	62,600	3.12
20001 to 30000	-	-	-	-
30001 to 40000	-	-	-	-
40001 to 50000	-	-	-	-
50001 to 100000	3	13.48	2,70,500	13.48
1,00,001 and Above	9	83.25	16,70,250	83.25
Total	270	100	20,06,200	100

Shareholding Pattern (as on 31.03.2017)

Category	No of shares	% of holding
A. Promoter		
1. Promoter		
Indian Promoter	8,17,500	40.75
Person Acting in Concern	0	0
Total	0	0
B. Non Promoter	0	0
2. Institutional Investors		
Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Government Institutions)	0	0
b. FII		
Total		
3. Others		
a. Private corporate bodies	11,85,850	59.11
b. Indian public	2850	0.14
c. NRI's/OCB's	0	0
d. Clearing Members	0	0
Sub total		
Total Non-Promoter holding		
Grand Total	20,06,200	100

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xii. Dematerialization of shares and liquidity:

Particular	No of Shares	% of Shares
No of shares held in demat	17500	0.87
No of Shares held in physical	19,88,700	99.13
Total	20,06,200	100

xiii. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity: NA

xiv. Plant Locations: NA

xv. Address for correspondence: 12/B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp Fire Brigade, Dadar East, Mumbai- 400 014

11. Green Initiatives:

Green Initiatives: Recently, The Ministry of Corporate Affairs (MCA), Government of India, had issued the following circulars in Green Initiative i.e. Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, allowing companies to send official documents to their Shareholders electronically as part of its Green Initiatives in Corporate Governance.

Recognizing the spirit of the circular issued by the MCA, we propose to send notices/documents (i.e., physical Annual Report of the Company comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report etc.,) to the email address.

In this behalf, we are confident that you would appreciate the "Green Initiative" taken by MCA. We solicit your cooperation in helping the Company to implement the e-governance initiatives of the Government.

Shareholders who have not updated their email ID till date are requested to kindly update your email address with your depository participant for Demat holding of shares and with Mr. Suresh Tarachand Jain from 'Hi-Klass Trading and Investment Limited' on the email id st.jain999@gmail.com for physical holding of shares and co-operate with the Company to implement the Green Initiative of the Government in the following format.

Name of the Member	Son of or Daughter of	Client ID	No of shares	PAN No	Email Address
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12. Investor Correspondence:

For transfer / dematerialization of shares and any other query relating to the shares of the company

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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

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Annexure-I:

In terms of section 134 (3) (m) of the Companies Act, 2013, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, the Directors furnish herein below the required additional information:

I. CONSERVATION OF ENERGY:

- (a) Energy conservation measures taken - NIL
Nature of your Company's operations entails a very low level of energy consumption.
- (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy - NIL
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods - NIL
- (d) Total energy consumption and energy consumption per unit of production - NIL

II. DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.,

I Research and Development:- Your Company is predominantly trading in securities and therefore has not set up a formal R&D unit.

II Technology Absorption, Adaptation and Innovation: Your Company is predominantly trading in securities and therefore not set up a formal R & D unit.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

Earnings in Foreign Exchange :
Nil

Foreign Exchange outgo :
Nil

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Annexure-II

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
Hi-Klass Trading and Investment Limited
12/B, Haji Habib Building, 2nd Floor,
Dr. B Ambedkar Road, Opp Fire Brigade, Dadar (East),
Mumbai- 400 014

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Hi-Klass Trading And Investment Limited** ("hereinafter called the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Hi-Klass Trading And Investment Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Hi-Klass Trading And Investment Limited ("the Company") for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Reserve Bank of India Act, 1934 and rules made there under;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- (Not Applicable to this Company During Audit Period);

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(vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to this Company during Audit Period);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to this Company during Audit Period);
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to this Company during Audit Period); and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to this Company during Audit Period);
- i. The Securities and Exchange Board of India (Depositories and Participants) Regulation, 1996;
- j. The Securities Contracts (Regulation) Rules, 1957;
- k. The Securities Exchange and Board of India (Listing Obligation and Disclosure Requirement) Regulation Rules, 2015

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Ahmedabad Stock Exchange Ltd and Pune Stock Exchange Limited;

During the period under review and the representations and clarification received from the management, we confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except to the extend mention below:-

1. Company does not have Whole Time Company Secretary in Employment as per relevant provisions of Section 203 of the Companies Act, 2013 and Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 2. Company does not have Functioning website as required under provisions of the Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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We further report that compliance of applicable financial laws including Direct and Indirect Tax laws (if applicable) by the Company has not been review in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instance of:

- i. Public / Rights / Preferential Issue of Shares / debentures / sweat equity.
- ii. Redemption / buy-back of securities.
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign Technical collaborations.

Place: Mumbai
Date: 01.05.2017

For, Mayur More & Associates
Company Secretaries

Mayur More (Proprietor)
ACS No. 35249 COP No. 13104

HI-KLASS TRADING AND INVESTMENT LIMITED
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Annexure 'A'

To,
The Members
M/s Hi-Klass Trading & Investment Limited
12/B, Haji Habib Building, 2nd Floor,
Dr B Ambedkar Road, Opp Fire Brigade, Dadar (E)
Mumbai- 400 014

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibilities of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practice and processes as were appropriate to obtain reasonable assurance about correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflect in secretarial records. We believe that the processes and practice, we followed provide a reasonable basis for our opinion.
3. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The Compliance of the provision of Corporate and other applicable laws, rules, regulations, standards is the repositibilities of management. Our examination was limited to the verification of procedures on test basis.
5. The secretarial Audit report is neither as assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 01.05.2017

For, Mayur More & Associates
Company Secretaries

Mayur More (Proprietor)
ACS No 35249 CP No. 13104

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L51900MH1992PLC066262
2	Registration Date	08-04-1992
3	Name of the Company	HI-KLASS TRADING AND INVESTMENT LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON-GOVERNMENT COMPANY
5	Address of the Registered office & contact details	12/B, HAJI HABIB BUILDING, 2ND FLOOR, DR. AMBEDKAR ROAD, OFF FIRE BRIGADE, DADAR EAST, MUMBAI- 400014
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	PURVA SHAREREGISTRY PRIVATE LIMITED OFFICE AT UNIT NO. 9, SHIV SHAKTI INDUSTRIAL ESTATE, J P BORICHA MARG, OPP KASTURBA HOSPITAL LANE, LOWER PAREL EAST, MUMBAI- 400011 CONTACT NO. 022-23010771

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other financial service activities, except insurance and pension funding activities, n.e.c.	64990	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	N.A.	N.A.	N.A.	N.A.	N.A.

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	8,17,500	8,17,500	40.75%	-	8,17,500	8,17,500	40.75%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	-	8,17,500	8,17,500	40.75%	-	8,17,500	8,17,500	40.75%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)		8,17,500	8,17,500	40.75%			8,17,500	40.75%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%			-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%			-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%			-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%			-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%			-	0.00%	0.00%
g) FIs	-	-	-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%			-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	11,85,850	11,85,850	59.11%	-	11,85,850	11,85,850	59.11%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	2,850	2,850	0.14%	-	2,850	2,850	0.14%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Others (specify)									
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	-	11,88,700	11,88,700	59.25%	-	11,88,700	11,88,700	59.25%	0.00%
Total Public (B)	-	11,88,700	11,88,700	59.25%	-	11,88,700	11,88,700	59.25%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	-	20,06,200	20,06,200	100.00%	-	11,88,700	20,06,200	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ST JAIN HUF	2,21,300	4.40%	-	2,21,300	11.03%	0.00%	0.00%
2	PRAVIN K CHOPDA	1,00,000	1.99%	-	5,51,100	27.47%	0.00%	451.10%
3	RAJESH JAIN	1,00,000	4.98%	-	-	0.00%	0.00%	0.00%
4	NILESH R JAIN	74,500	3.71%	-	-	0.00%	0.00%	0.00%
5	UMASHANKAR AGARWAL	69,000	3.44%	-	-	0.00%	0.00%	0.00%
6	NILESH R JAIN	55,000	2.74%	-	-	0.00%	0.00%	0.00%
7	CHANDRASEN R PUROHIT	45,100	2.25%	-	-	0.00%	0.00%	0.00%
8	LALIT M PUROHIT	25,100	1.25%	-	-	0.00%	0.00%	0.00%
9	VIMAL PATANGIA	20,000	1.00%	-	20,000	1.00%	0.00%	0.00%
10	GHANSHYAM GUPTA	20,000	1.00%	-	-	0.00%	0.00%	0.00%
11	BHARTI PATANGIA	16,000	0.80%	-	-	0.00%	0.00%	0.00%
12	SURESH T JAIN	25,100	1.25%	-	25,100	1.25%	0.00%	0.00%
13	MOHANLAL GUPTA	10,000	0.50%	-	-	0.00%	0.00%	0.00%
14	NAMITA S JAIN	7,600	0.38%	-	-	0.00%	0.00%	0.00%
15	AKHILESH KOTHARI	7,500	0.37%	-	-	0.00%	0.00%	0.00%
16	NISHANT JAIN	5,000	0.25%	-	-	0.00%	0.00%	0.00%
17	ASHOK ROKADIA	5,000	0.25%	-	-	0.00%	0.00%	0.00%
18	LEELA ROKADIA	5,000	0.25%	-	-	0.00%	0.00%	0.00%
19	VIPRA PATANGIA	2,500	0.12%	-	-	0.00%	0.00%	0.00%
20	DHRUTI PATANGIA	2,500	0.12%	-	-	0.00%	0.00%	0.00%
21	ANIL TARACHAND JAIN	1,300	0.06%	-	-	0.00%	0.00%	0.00%
		8,17,500	40.75%	-	8,17,500	40.75%	-	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	ST JAIN HUF						
	At the beginning of the year			2,21,300	11.03%	2,21,300	11.03%
	Changes during the year			-	0.00%	-	0.00%
				-	0.00%	-	0.00%
				-	0.00%	-	0.00%
	At the end of the year			2,21,300	11.03%	2,21,300	11.03%

2	PRAVIN K CHOPDA						
	At the beginning of the year			1,00,000	4.98%	1,00,000	4.98%
	Changes during the year			-	0.00%	-	0.00%
				-	0.00%	-	0.00%
				-	0.00%	-	0.00%
	At the end of the year			5,51,100	27.47%	5,51,100	27.47%

3	RAJESH JAIN						
	At the beginning of the year			1,00,000	4.98%	1,00,000	4.98%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

4	NILESH R JAIN						
	At the beginning of the year			74,500	3.71%	74,500	3.71%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

5	UMASHANKAR AGARWAL						
	At the beginning of the year			69,000	3.44%	69,000	3.44%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

6	NILESH R JAIN						
	At the beginning of the year			55,000	2.74%	55,000	2.74%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

7	CHANDRASEN R PUROHIT						
	At the beginning of the year			45,100	2.25%	45,100	2.25%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

8	LALIT M PUROHIT						
	At the beginning of the year			25,100	1.25%	25,100	1.25%
	Changes during the year				0.00%		0.00%

				0.00%		0.00%
				0.00%		0.00%
	At the end of the year		-	0.00%	-	0.00%

9	VIMAL PATANGIA					
	At the beginning of the year		20,000	1.00%	20,000	1.00%
	Changes during the year			0.00%		0.00%
				0.00%		0.00%
				0.00%		0.00%
	At the end of the year		-	0.00%	-	0.00%

10	GHANSHYAM GUPTA					
	At the beginning of the year		20,000	1.00%	20,000	1.00%
	Changes during the year			0.00%		0.00%
				0.00%		0.00%
				0.00%		0.00%
	At the end of the year		-	0.00%	-	0.00%

11	BHARTI PATANGIA					
	At the beginning of the year		16,000	0.80%	16,000	0.80%
	Changes during the year			0.00%		0.00%
				0.00%		0.00%
				0.00%		0.00%
	At the end of the year		-	0.00%	-	0.00%

12	SURESH T JAIN					
	At the beginning of the year		25,100	1.25%	25,100	1.25%
	Changes during the year			0.00%		0.00%
				0.00%		0.00%
				0.00%		0.00%
	At the end of the year		-	0.00%	-	0.00%

13	MCHANLAL GUPTA					
	At the beginning of the year		10,000	0.50%	10,000	0.50%
	Changes during the year			0.00%		0.00%
				0.00%		0.00%
				0.00%		0.00%
	At the end of the year		-	0.00%	-	0.00%

14	NAMITA S JAIN						
	At the beginning of the year			7,600	0.38%	7,600	0.38%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

15	AKHILESH KOTHARI						
	At the beginning of the year			7,500	0.37%	7,500	0.37%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

16	NISHANT JAIN						
	At the beginning of the year			5,000	0.25%	5,000	0.25%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

17	ASHOK ROKADIA						
	At the beginning of the year			5,000	0.25%	5,000	0.25%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

18	LEELA ROKADIA						
	At the beginning of the year			5,000	0.25%	5,000	0.25%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

19	VIPRA PATANGIA						
	At the beginning of the year			2,500	0.12%	2,500	0.12%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

20	DHRUTI PATANGIA						
	At the beginning of the year			2,500	0.12%	2,500	0.12%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

21	ANIL TARACHAND JAIN						
	At the beginning of the year			1,300	0.06%	1,300	0.06%
	Changes during the year				0.00%		0.00%
					0.00%		0.00%
					0.00%		0.00%
	At the end of the year			-	0.00%	-	0.00%

(iv) Shareholding Pattern of top ten Shareholders*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	ECOSPACE INFOTECH						
	At the beginning of the year			2,27,600	11.34%	2,27,600	11.34%
	Changes during the year				0.00%		0.00%
	At the end of the year			2,27,600	11.34%	2,27,600	11.34%
2	PINCERS COMMODITIES						
	At the beginning of the year			1,88,000	9.37%	1,88,000	9.37%
	Changes during the year				0.00%		0.00%
	At the end of the year			1,88,000	9.37%	1,88,000	9.37%
3	KOLAHAL TRADING PRIVATE						
	At the beginning of the year			1,60,000	7.98%	1,60,000	7.98%
	Changes during the year				0.00%		0.00%
	At the end of the year			1,60,000	7.98%	1,60,000	7.98%
4	EVERGREEN INFRANIRMAN						
	At the beginning of the year			1,33,750	6.67%	1,33,750	6.67%
	Changes during the year				0.00%		0.00%
	At the end of the year			1,33,750	6.67%	1,33,750	6.67%
5	PRAJAN TRADING PRIVATE						
	At the beginning of the year			1,25,000	6.23%	1,25,000	6.23%
	Changes during the year				0.00%		0.00%
	At the end of the year			1,25,000	6.23%	1,25,000	6.23%
6	VOINA TRADING PRIVATE						
	At the beginning of the year			1,20,000	5.98%	1,20,000	5.98%
	Changes during the year				0.00%		0.00%
	At the end of the year			1,20,000	5.98%	1,20,000	5.98%
7	FORTUNE FUTURE PRIVATE						
	At the beginning of the year			1,10,000	5.48%	1,10,000	5.48%
	Changes during the year				0.00%		0.00%
	At the end of the year			1,10,000	5.48%	1,10,000	5.48%
8	SENSEX DISTRIBUTIONS						
	At the beginning of the year			1,00,000	4.98%	1,00,000	4.98%
	Changes during the year				0.00%		0.00%
	At the end of the year			1,00,000	4.98%	1,00,000	4.98%
9	DELIGHT VINCOM PRIVATE						
	At the beginning of the year			17,500	0.87%	17,500	0.87%
	Changes during the year				0.00%		0.00%
	At the end of the year			17,500	0.87%	17,500	0.87%
10	BEYANT HOLDING &						
	At the beginning of the year			4,000	0.20%	4,000	0.20%
	Changes during the year				0.00%		0.00%
	At the end of the year			4,000	0.20%	4,000	0.20%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	SURESH T JAIN						
	At the beginning of the year			25,100	1.25%	25,100	1.25%
	Changes during the year			-	0.00%		0.00%
	At the end of the year			25,100	1.25%	25,100	1.25%
2	VIMAL PATANGIA						
	At the beginning of the year			20,000	1.00%	20,000	1.00%
	Changes during the year			-	0.00%		0.00%
	At the end of the year			20,000	1.00%	20,000	1.00%
3	PRAVIN CHOPDA						
	At the beginning of the year			1,00,000	4.98%	1,00,000	8.41%
	Changes during the year						
	At the end of the year			5,51,100	4.98%	5,51,100	27.47%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		-	-	-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition				-
* Reduction				-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
		Name	Designation	
		SURESH T JAIN		
		MANAGING DIRECTOR		
1	Gross salary	36000	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			-
	- as % of profit			-
	- others, specify			-
5	Others, please specify			-
	Total (A)	36,000.00		-
	Ceiling as per the Act			-

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs/Lac)
		N.A.	N.A.	N.A.	
1	Independent Directors				-
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration		Name of Key Managerial Personnel		Total Amount (Rs/Lac)
	Name	Designation	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-			-
	(b) Value of perquisites u/s 17(2) Income-tax	-			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-			-
2	Stock Option	-			-
3	Sweat Equity	-			-
4	Commission	-			-
	- as % of profit	-			-
	- others, specify	-			-
5	Others, please specify	-			-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY : N.A.					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS : N.A.					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT : N.A.					
Penalty					
Punishment					
Compounding					

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CEO and CFO Certification

To,
The Board of Directors
Hi-Klass Trading and Investment Limited
Mumbai

We, Suresh T. Jain, Managing Director, Pravin K. Chopda, CFO of Hi-Klass Trading and Investment Limited, to the best of my knowledge and belief, certify that:

(a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) To the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) They have indicated to the auditors and the Audit committee

(i) There has not been a change in internal control over financial reporting during the year;

(ii) There has not been changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting

Place: Mumbai
Date: 31.05.2017

Sd/-
Suresh T. Jain
Managing Director

Sd/-
Pravin K. Chopda
CFO

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AUDITORS CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF
CORPORATE GOVERNANCE

To,
The Members
Hi-Klass Trading and Investment Limited
Mumbai

We have examined the compliance of conditions of Corporate Governance by Hi-Klass Trading and Investment Limited ('the Company'), for the year ended 31st March, 2017, as provision of regulation 15 (2) of the Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirement) Regulation, 2015 for the period 1st April, 2016 to 31st March, 2017.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 28.07.2017

For, R. R. Gawande & Co
Chartered Accountants
Ritesh Gawande (Proprietor)
F R No 123762W
Membership No 114553

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INDEPENDENT AUDITOR'S REPORT

To,
The Members,
M/s. Hi-klass Trading And Investments Limited
Mumbai

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. Hi-Klass Trading And Investments Limited which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in sub-section 5 of Section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under sub-section 10 of Section 143 of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial

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statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2017;
- ii. in the case of the statement of profit and loss, of the profit for the year ended on that date;

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in exercise of powers conferred by sub-section 11 of section 143 of the Act, we enclose in the Annexure a statement on the matters specified in paragraphs 3 of the Order.
2. As required by sub-section 3 of Section 143 of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from branches not visited by us];

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- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014; and
- e. On the basis of the written representations received from the Directors as on March 31, 2017 taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2017 from being appointed as a Director in terms of sub-section 2 of Section 164 of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
- g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
1. The Company does not have any pending litigations on its financial position in its financial statements;
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For R.R. Gawande & Co.
Chartered Accountants
F.R.N. 123762W

Place : Mumbai
Date :02.05.2017

R.R. Gawande
(Proprietor)
Membership No. 114553

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ANNEXURE 1 TO THE AUDITOR'S REPORT
HI-KLASS TRADING & INVESTMENT LIMITED
(Referred to in paragraph 1 of our report of even date)

- 1.1. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- 1.2. The Fixed Assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- 1.3. Not Applicable as there is no immovable property.
2. The management has carried out physical verification of inventory at reasonable intervals during the year. In our opinion and according to the information & explanation given to us, the procedure of physical verification of inventory, followed by the management are, reasonable and adequate in relation to the size of the company and the nature of its business. The Company maintains the proper records of inventory. No discrepancies were noticed on physical verification of inventory as compared to the books of records.
3. The company has neither granted nor taken any loans, secured or unsecured, to or from the companies. Firms or other parties covered in the Register maintained under section 189 of the Companies Act, 2013.
4. In respect of loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied.
5. The Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank Of India and the provisions of section 73 to 76 or any other provisions of the Companies Act, 2013 and the rules framed there under are applicable.
6. The central government has not prescribed maintenance of cost records under Section 148(1) of the Act for any of the activities of the Company.
7. According to the information and explanation given to us, the Company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Investors Education & Protection Fund, Employees State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Service-Tax, Custom Duty, Excise Duty, Cess and other Statutory dues with the appropriate authorities and there were no such outstanding dues as at 31st March, 2017 for a period exceeding six months from the date they become payable.
8. On the basis of information and explanations given to us, the company has not defaulted in repayment of the dues to the Banks/ Financial Institutions/Government or Debenture Holders with respect to its borrowings.
9. Moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised.

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10. To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

11. No managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013

12. This is not the Nidhi Company hence not applicable.

13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards

14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

15. The company has not entered into any non-cash transactions with directors or persons connected with him.

16. The company is registered as Non Banking Finance Company under Reserve Bank of India Act, 1934

For R.R. Gawande & Co.
Chartered Accountants
F.R.N. 123762W

Place : Mumbai
Date :02.05.2017

R.R. Gawande
(Proprietor)
Membership No. 114553

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ANNEXURE 2 TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of HI-KLASS TRADING AND INVESTMENT LTD ("the Company") as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations

of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For R.R. Gawande & Co.
Chartered Accountants
F.R.N. 123762W

Place : Mumbai
Date :02.05.2017

R.R. Gawande
(Proprietor)
Membership No. 114553

Company Name : M/s. HI - KLASS TRADING AND INVIESTMENTS LIMITED
Balance Sheet as at 31st March 2017

(Amount in Rupees)

Particulars		Note No.	2016-17	2015-16
1		2	3	4
I.	EQUITY AND LIABILITIES			
	1 Shareholders' funds			
	(a) Share capital	1	20,062,000	27,630,500
	(b) Forfited Share	2	7,568,500	-
	(c) Reserves and surplus	3	11,032,023	9,482,325
	2 Share application money pending allotment			
	3 Non-current liabilities			
	4 Current liabilities			
	Trade payables	4	885,193	1,889,241
	TOTAL		39,547,716	39,002,066
II.	ASSETS			
	Non-current assets			
	1 (a) Fixed assets			
	(i) Tangible assets	5	13,219	33,489
	2 Current assets			
	(a) Current investments			
	(b) Inventories	6	12,528,759	17,751,988
	(c) Trade receivables	7	1,625,160	860,492
	(d) Cash and cash equivalents	8	250,815	911,334
	(e) Short-term loans and advances	9	25,129,763	19,444,763
	Statement of significant Accounting policies, Notes to Accounts	15	-	-
	TOTAL		39,547,716	39,002,066

As per our Report of evendate attached
For R R Gawande & Co.
Chartered Accountants
FRN 123762W

For and on behalf of the Board of Direcotrs

R R Gawande
Prioprietor
M No. 114553
Mumbai : 02.05.2017

Suresh Jain
Director

Pravin Chopda
Director

Company Name : M/s. HI - KLASS TRADING AND INVIESTMENTS LIMITED

Profit and loss statement for the year ended 31st March 2017

Particulars		Refer Note No.	2016-17	2015-16
I.	Revenue from operations	10	7,750,000	3,179,223
II.	Other income	11	-	128
III.	Total Revenue (I + II)		7,750,000	3,179,350
IV.	Expenses:			
	Purchases of Stock-in-Trade	12	-	2,427,512
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	13	5,223,228	429,593
	Depreciation and amortization expense	4	20,270	7,984
	Other expenses	14	199,304	306,978
	Total expenses		5,442,802	3,172,067
V	Profit before tax (VII- VIII)		2,307,198	7,283
VI	Tax expense:			
	(1) Current tax		757,500	5,927
	(2) Earlier Years W/f.		-	-
	(3) Deferred tax			
VII	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		1,549,698	1,356
XV	Profit (Loss) for the period (XI + XIV)		1,549,698	1,356
XVI	Earnings per equity share:			
	(1) Basic		0.77	0.00
	(2) Diluted			-

As per our Report of evendate attached

For R R Gawande & Co.

Chartered Accountants

FRN 123762W

For and on behalf of the Board of Direcotrs

R R Gawande

Prioprietor

M No. 114553

Mumbai : 02.05.2017

Suresh Jain

Director

Pravin Chopda

Director

Note 1
Share capital

Share Capital	2016-17		2015-16	
	Number	Amount	Number	Amount
Authorised Equity Shares of Rs 10 each	5,500,000	55,000,000	5,500,000	55,000,000
Issued Equity Shares of Rs 10 each	5,032,100	50,321,000	5,032,100	50,321,000
Subscribed & Paid up Equity Shares of Rs.10 each	5,032,100	50,321,000	5,032,100	50,321,000
Subscribed but not fully Paid up Equity Shares of Rs 10 each, fully paid up	2,006,200	20,062,000	2,006,200	20,062,000
Equity Shares of Rs 10 each, not fully paid up(Rs.5)	-	-	1,500	7,500
Equity Shares of Rs 10 each, not fully paid up(Rs.2.5)	-	-	3,024,400	7,561,000
Total	2,006,200	20,062,000	5,032,100	27,630,500

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	2016-17		2015-16	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	5,032,100	20,062,000	5,032,100	27,630,500
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,032,100	20,062,000	5,032,100	27,630,500

Note 2
Forfeited Share

Share Capital	2016-17		2015-16	
	Number	Amount	Number	Amount
Forfeited Shares Equity Shares of Rs 10 each, not fully paid up(Rs.5)	1,500	7,500	-	-
Equity Shares of Rs 10 each, not fully paid up(Rs.2.5)	3,024,400	7,561,000	-	-
Total	3,025,900	7,568,500	-	-

Note 3
Reserves and surplus

	2016-17	2015-16
Surplus		
Opening balance	9,482,325	9,480,969
(+) Net Profit/(Net Loss) For the current year	1,549,698	1,356
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	11,032,023	9,482,325
Total	11,032,023	9,482,325

Note 4
Trade Payables

	2016-17	2015-16
Sundry Creditors	-	-
Other Liabilities	885,193	1,889,241
Total	885,193	1,889,241

Note 6
Inventories

	2016-17		2015-16	
Stock-in-trade (Valued at cost)		12,528,759		17,751,988
Total		12,528,759		17,751,988

Note 7**Trade Receivables**

	2016-17	2015-16
Sundry Debtore Receivable	1,625,160	860,492
Total	1,625,160	860,492

Note 8**Cash and cash equivalents**

	2016-17		2015-16	
a. Balances with banks*		19,360		18,879
Indian Overseas Bank A/c. No. 7368				
c. Cash on hand*		231,455		892,455
		250,815		911,334

*Repatriation restrictions, if any, in respect of cash and bank balances shall be separately stated.

Note 9**Short-term loans and advances**

	2016-17		2015-16	
a. Loans and advances				
Advances to others Unsecured Considered good	25,129,763		19,444,763	
		25,129,763		19,444,763

Company Name : M/s. HI - KLASS TRADING AND INVIESTMENTS LIMITED

Note 5

Fixed Assets	Balance as at 1 April 2016	Additions/ (Disposals)	Total	Depreciation charge for the year	Balance as at 31 March 2017
Tangible Assets					
Fax Machin	2,147	-	2,147	474	1,673
Computer	31,342	-	31,342	19,796	11,546
Others (specify nature)					
Total	33,489	-	33,489	20,270	13,219
Previous Years	13,223	28,250	41,473	7,984	33,489

Note 10**Revenue from operations**

Particulars	2016-17	2015-16
Sale of Shares	6,900,000	3,179,223
Commission Income	850,000	-
Total	7,750,000	3,179,223

Note 11**Other income**

Particulars	2016-17	2015-16
Interest Income (in case of a company other than a finance company)	-	-
Dividend Income	-	-
Net gain/loss on sale of investments	-	-
Other non-operating income (net of expenses directly attributable to such income)	-	128
Total	-	128

Note 12**Purchases of Stock-in-Trade**

Particulars	2016-17	2015-16
Purchase of Shares	-	2,427,512
Total	-	2,427,512

Note 13**Changes in inventories of finished goods work-in-progress and Stock-in-Trade**

Particulars	2016-17	2015-16
Opening Stock-in-Trade	17,751,988	18,181,581
Closing Stock-in-Trade	12,528,759	17,751,988
Total	5,223,228	429,593

Note 14**Other expenses**

Particulars	2016-17	2015-16
Advertisement	19,304	18,081
AGM Expenses	10,000	23,000
Audit Fees	22,900	22,900
Bank Charges	2,729	909
ROC Fees	30,000	54,000
DP Charges	21,662	6,832
General Expenses	8,788	19,452
Internet Expenses	-	15,494
Listing Fees	-	11,236
Office Expenses	8,920	13,074
Postage & Telegrams	20,000	35,000
Consultancy Charges	-	13,000
Printing & Stationery	25,000	50,000
Account Writing Charges	30,000	24,000
Total	199,304	306,978

Note 14**Other expenses**

Particulars	2016-17	2015-16
Advertisement	19,304	18,081
AGM Expenses	10,000	23,000
Audit Fees	22,900	22,900
Bank Charges	2,729	909
ROC Fees	30,000	54,000
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Office Expenses	8,920	13,074
Postage & Telegrams	20,000	35,000
Consultancy Charges	-	13,000
Printing & Stationery	25,000	50,000
Account Writing Charges	30,000	24,000
Total	199,304	306,978

HI - KLASS TRADING AND INVESTMENTS LIMITED

Name of the Company

Cash Flow Statement for the year ended 31 March, 2017

Particulars	For the year ended		For the year ended	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		2,307,198		7,283
<i>Adjustments for:</i>				
Depreciation and amortisation	20,270		7,984	
Dividend income				
		20,270		7,984
Operating profit / (loss) before working capital changes		2,327,468		15,267
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	5,223,228		429,593	
Trade receivables	-764,668		-857,846	
Short-term loans and advances	-5,685,000		-150,000	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	-1,004,048		1,551	
		-2,230,487		-576,702
Cash flow from extraordinary items		96,981		-561,435
Cash generated from operations		96,981		-561,435
Net income tax (paid) / refunds		757,500		5,927
Net cash flow from / (used in) operating activities (A)		-660,519		-567,362
B. Cash flow from investing activities				
Sale of Non Current Investments				
Dividend received		0		0
Purchase of Computer		0		28250
Net cash flow from / (used in) investing activities (B)				-28,250
C. Cash flow from financing activities				
Net cash flow from / (used in) financing activities (C)		0		0
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		-660,519		-595,612
Cash and cash equivalents at the beginning of the year		911,334		1,506,946
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
Cash and cash equivalents at the end of the year		250,815		911,334

Notes:

(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.

(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial statements

In terms of our report attached
For R B Gawande & Co.
Chartered Accountants

For and on behalf of the Board of Directors

R B Gawande
Proprietor

S T Jain
Director

Pravin Chopda
Director

Place : Mumbai
Date : 02.05.2017

Place : Mumbai
Date : 02.05.2017

M/s. Hi-class Trading and Investments Limited.

**SIGNIFICANT ACCOUNTING POLICIES AND
NOTES FORMING PART OF ACCOUNTS**

A) ACCOUNTING POLICIES :

1. Basis of Preparation of Financial Statements:

The financial statements have been prepared under historical cost convention and comply with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, as adopted consistently by the Company. All Incomes & Expenditure having material bearing on the financial Statements are recognized on accrual basis.

2. Current and non current classification of assets and liabilities.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

3. Tangible Fixed Assets

a. Valuation of Fixed Assets:- Tangible Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and other directly attributable costs of bringing the assets to its working condition for its intended use.

b. Depreciation:- Depreciation is provided using written down value method at the rates prescribed under Schedule II of the Companies Act, 2013.

4. Revenue reorganization

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured.

Dividend Income

Dividend income is recognized on cash basis.

5. Valuation of Stocks:

Stock is valued at cost as certified by Directors..

6. Expenditure:

Expenses are accounted on accrual basis provision is made for all known losses and liabilities.

7 Contingent Liabilities:

No provision is made for contingent liabilities, which are contingent in nature but if material, they are disclosed by way of note.

B) NOTES ON ACCOUNTS:

1. Balance under Sundry Debtors, Sundry Creditors Loans and Advances payable or reasonable are subject to confirmation.

2. The figures of the previous years have been regrouped / rearranged wherever it was necessary to do so.

3. Books of Accounts are maintained on going concern basis.

For and on behalf of the Board of Directors

PLACE : MUMBAI.

DATE : 02nd May, 2017.

Suresh Jain
Director

Pravin Chopda
Director

For R. R. GAWANDE AND CO,
CHARTERED ACCOUNTANTS

PLACE : MUMBAI.

DATE : 02nd May, 2017.

(R. R. GAWANDE)
PROPRIETOR
MEMBERSHIP NO. 114553.

HI-KLASS TRADING AND INVESTMENT LIMITED
ANNUAL REPORT 2016-17

Form No. MGT11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies Management and Administration) Rules, 2014]

CIN: L51900MH1992PLC066262

Name of the company: **Hi-Klass Trading and Investment Limited**

Registered office: **12/B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp
Fire Bridge, Dadar E, Mumbai- 400 014**

Name of the member(s):

Registered Address:

Email

ID:

Folio/ DP ID Client

ID No.:

I/We, being the member (s) of shares of the above named company, hereby
appoint

1. Name:

Address:

Email

Id:

Signature :....., or failing him

2. Name:

Address:

Email

Id :

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
24th Annual general meeting of the company, to be held on the 28th day of August, 2017
At 09.00 a.m. at 12/B, Haji Habib Building, 2nd Floor, Dr. B Ambedkar Road, Opp Fire
Bridge, Dadar E, Mumbai- 400 014 and at any adjournment thereof in respect of such
resolutions as are indicated below :

Resolution No.

1.....

2.....

3.....

HI-KLASS TRADING AND INVESTMENT LIMITED
ANNUAL REPORT 2016-17

4.

Signed this..... day of..... 2017

Signature of shareholder

—

HI-KLASS TRADING AND INVESTMENT LIMITED
ANNUAL REPORT 2016-17

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To,

If Undelivered Please return to:

Hi-Klass Trading and Investment Limited.,
12/B, Haji Habib Building, 2nd Floor,
Dr. B Ambedkar Road, Opp Fire Bridge, Dadar E,
Mumbai- 400 014