

HI-KLASS TRADING AND INVESTMENT LIMITED

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

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Corporate Identification Number : L51900MH1992PLC066262

Recommendations of the Committee of Independent Directors ("IDC") of Hi-Klass Trading and Investment Limited ("Target Company") in relation to the open offer ("Offer") made by Sanjay Kumar Jain and Suman Jain ("Acquirers"), to the public shareholders of the Target Company ("Shareholders") under Regulations 3(1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations").

Date	December 26, 2020
Name of the Target Company	Hi-Klass Trading and Investment Limited
Details of the Offer pertaining to Target Company	The Offer is being made by the Acquirers in terms of Regulations 3(1) & 4 of the Regulations for acquisition of up to 8,07,612 (Eight Lacs Seven Thousand Six Hundred and Twelve) fully paid-up equity shares of face value of Rs. 10 each ("Equity Shares"), representing 26% of the Total Voting Share Capital of the Target Company from the eligible shareholders of the Target Company for cash at a price of Rs.17.80/- per equity share including interest @ 10% per annum per Equity Share for the delay in the payment beyond the Scheduled Payment Date (the Offer).
Name of the acquirer and PAC with the acquirer	Acquirers- Mr. Sanjay Kumar Jain and Mrs. Suman Jain There are no PAC(s) with the Acquirers for the purpose of Open Offer. Note 1 : i. Ms. Shiksha Jain and Ms. Sejal Jain daughters of the Acquirers hold 30,000 Equity Shares, representing 0.97% of the Total Voting Share Capital and 20,000 Equity Shares, representing 0.64% of the Total Voting Share Capital of the Target Company respectively. By virtue of the definition of PAC as per Regulation 2(1)(q) of the Takeover Regulations, both Ms. Shiksha Jain and Ms. Sejal Jain are deemed PACs of the Acquirers. Ms. Shiksha Jain and Ms. Sejal Jain vide letter dated October 03, 2019 have confirmed that they don't intend to participate in this Offer, directly or indirectly. ii. Ms. Renu Jain, Sister of the Acquirer 1 also holds 20,000 Equity Shares, representing 0.64% of the Total Voting Share Capital of the Target Company. By virtue of the definition of PAC as per Regulation 2(1)(q) of the Takeover Regulations, Ms. Renu Jain is a deemed PAC of Acquirer 1. Ms. Renu Jain vide letter dated October 03, 2019 has confirmed that she doesn't intend to participate in this Offer, directly or indirectly. iii. Mr. Dinesh Gangwal, Brother of Acquirer 2 also holds 25,000 Equity Shares, representing 0.80% of the Total Voting Share Capital of the Target Company. By virtue of the definition of PAC as per Regulation 2(1)(q) of the Takeover Regulations, Mr. Dinesh Gangwal is a deemed PAC of Acquirer 2. Mr. Dinesh Gangwal vide letter dated October 03, 2019 has confirmed that he doesn't intend to participate in this Offer, directly or indirectly. iv. The Acquirers collectively with the PACs hold 1,65,000 Equity Shares constituting 5.31% of the Voting Share capital of the Target Company. Note 2 : Post completion of Offer, the Acquirers shall, subject to shareholders approval, obtain management control of the Company and shall be the new promoters of the Company. Accordingly, Ms. Shiksha Jain, Ms. Sejal Jain, Ms. Renu Jain and Mr. Dinesh Gangwal shall fall under the definition of promoter group of SEBI (ICDR) Regulations, 2009 and their shareholding shall be disclosed under the category of promoter group accordingly.
Name of the Manager to the offer	Saffron Capital Advisors Private Limited 605, Sixth Floor, Centre Point, J.B. Nagar, Andheri (East), Mumbai - 400 059, India Tel. No.: +91 22 4082 0914-915, Fax No.: +91 22 4082 0999 Email id: openoffers@saffronadvisor.com Website: www.saffronadvisor.com Investor grievance:investorgrievance@saffronadvisor.com SEBI Registration Number: INM 000011211 Contact Person: Amit Wagle/Gaurav Khandelwal
Members of the Committee of Independent Directors (IDC)	1. Mr. Prakash Shree Gupta Independent Non-Executive Director (DIN): 07225056 2. Mrs. Anupama Nathalal Shah Independent Non-Executive Director (DIN): 07225051 3. Mr. Pravin Prakash Rane Independent Non-Executive Director (DIN): 07225060 Chairman of IDC:- Mr. Prakash Shree Gupta
IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract / relationship), if any	All IDC Members are directors of the Target Company. Except for being directors of the company, they have no other relationship with the target company.
Trading in the Equity shares/other securities of the Target Company by IDC Members	None of the IDC Members have traded in the equity shares of Target Company during 12 months prior to the date of the Public Announcement of the Offer on October 03, 2019
IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC Members holds any contracts, nor have any relationship with the Acquirer.
Trading in the Equity shares/other securities of the acquirer by IDC Members	Not Applicable, since Acquirers are individual.
Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	Based on the review, IDC Members believe that the Offer is fair and reasonable and in line with the Regulations.
Summary of reasons for recommendation	IDC Members have reviewed a) Public Announcement ("PA") dated October 03, 2019; b) Detailed Public Statement ("DPS") dated October 10, 2019 was published on October 11, 2019; c) Draft Letter of Offer ("DLOF") dated October 16, 2019; d) Letter of Offer ("LOF") dated December 18, 2020; and e) Corrigendum to DPS (CDPS) published on December 25, 2020. Based on review of PA, DPS, CDPS, DLOF and LOF, the IDC Members are of the view that the Offer price is in line with the parameters prescribed by SEBI in the Regulations.
Details of Independent Advisors, if any.	None
Any other matter to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the Regulations.

For and on behalf of the Committee of Independent Directors of
Hi-Klass Trading and Investment Limited

Sd/-
Prakash Shree Gupta
Chairman of IDC

Place : Mumbai
Date : December 26, 2020