



**H.K. Trade International Limited**

---

**5<sup>th</sup> ANNUAL REPORT**  
**2017-18**

THIS PAGE IS INTENTIONALLY LEFT  
BLANK

**TABLE OF CONTENTS :**

<b>SR NO</b>	<b>PARTICULARS</b>	<b>PAGE NO.</b>
<b>1</b>	Corporate Information	<b>3</b>
<b>2</b>	Letter to the Shareholders	<b>5</b>
<b>3</b>	Notice to Shareholders	<b>6</b>
<b>4</b>	Route Map to AGM Venue	<b>13</b>
<b>5</b>	Director's Report & Management Discussion and Analysis	<b>14</b>
<b>6</b>	Nomination and Remuneration Policy	<b>27</b>
<b>7</b>	Secretarial Audit Report	<b>34</b>
<b>8</b>	Management Discussion and Analysis Report	<b>39</b>
<b>9</b>	Corporate Governance Report	<b>41</b>
<b>10</b>	CEO/CFO Certification	<b>53</b>
<b>11</b>	Independent Auditor's Report	<b>54</b>
<b>12</b>	Balance Sheet	<b>62</b>
<b>13</b>	Profit & Loss Account	<b>63</b>
<b>14</b>	Cash Flow Statement	<b>64</b>
<b>15</b>	Notes to Financial Statement	<b>65</b>
<b>16</b>	Attendance Slip	<b>76</b>
<b>17</b>	Proxy Form	<b>77</b>

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

- Mr. Mahesh Mehta                      Chairman & Managing Director
- Mrs. Megha Chandawalla            Non – Executive Director
- Mr. Santosh Sawant                   Non – Executive & Independent Director
- Mr. Kamlesh Kapadia                Non – Executive & Independent Director

**KEY MANAGERIAL PERSONNEL**

- Mr. Mahesh Mehta                    Managing Director
- Mr. Chintan Mehta                    Chief Financial Officer

**BOARD COMMITTEES**• **AUDIT COMMITTEE**

Mr. Kamlesh Kapadia- Chairman

Mr. Santosh Sawant- Member

Mr. Mahesh Mehta- Member

• **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Santosh Sawant- Chairman

Mr. Kamlesh Kapadia- Member

Mrs. Megha Chandawalla- Member

• **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. Santosh Sawant- Chairman

Mr. Kamlesh Kapadia- Member

Mr. Mahesh Mehta- Member

**BANKERS**

HDFC Bank

Yes Bank

**STATUTORY AUDITORS**

M/s. R T Jain & Co. LLP Chartered Accountants

**SECRETARIAL AUDITORS**

M/s. R.M. Mimani & Associates, Company Secretaries

**INTERNAL AUDITORS**

M/s. Mahesh Bairat & Associates, Chartered Accountants

**REGISTRAR AND TRANSFER AGENTS**

**Sharex Dynamic (India) Private Limited**

Luthra Ind Premises,

Unit-1, Safeed Pool,

Andheri Kurla Road, Andheri East,

Mumbai - 400 072

**Contact No:** 022 - 28515606, 28515644

Email: sharexindia@vsnl.com, Website: <http://www.sharexindia.com>

**REGISTERED OFFICE**

Office No: 9, 2nd Floor, Bharat House

104 Mumbai Samachar Marg, Fort

Mumbai – 400001

**Tel No** - 022-22676700

**E-mail id** - [info@hktrade.in](mailto:info@hktrade.in), **Website** – [www.hktrade.in](http://www.hktrade.in)

**CIN No:** - L25203MH2013PLC244911

<b>LETTER TO THE SHAREHOLDERS</b>
-----------------------------------

Dear Shareholders,

It gives me immense pleasure to present the Annual Report for 2017-18 for **H. K. TRADE INTERNATIONAL LIMITED**.

While Your Company is in its 5<sup>th</sup> year of operations, the outlook for 2018-19 is positive. I would like to take this opportunity to thank each and every employee as well as those who work with us across the value chain for their unstinting support and hard work in the service of our Company. I would also like to thank you, our shareholders, for your continued trust in the business and look forward to the same in the next fiscal year.

Best Regards

**Mahesh Mehta**  
**Chairman**

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 5<sup>th</sup> Annual General Meeting of the Members of **H. K. TRADE INTERNATIONAL LIMITED** will be held at the registered office of the Company at Room No 9, 2nd Floor, Bharat House, 104 Mumbai Samachar Marg, Fort, Mumbai – 400 001 on September 29, 2018 at 11.30 a.m. to transact the following business

### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2018 including audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Megha Chandawalla (Holding DIN 07118714), who retires by rotation and being eligible offered herself for re-appointment.

### SPECIAL BUSINESS:

3. To Approve the Reclassification of Promoters and Promoter Group.

**RESOLVED THAT** pursuant to Regulation 31A(5) and other relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and applicable provisions if any of the Companies act, 2013, the approval of the Shareholders be and is hereby accorded for reclassification of all the existing Promoter and Promoter Group who will cease to the Promoters of the Company and Mr. Kirit Doshi to be reclassified as the New Promoter pursuant to the successful completion of the Open Offer.

**RESOLVED FURTHER THAT** the outgoing Promoter and Promoter Group post reclassification will not -

- Have any special rights through formal or informal agreements
- Hold more than 10% of the paid-up equity capital of the company
- Act as Key Managerial Personnel for a period of more than 3 years from the completion of Open Offer being in capacity of old promoters and their relatives.

**RESOLVED FURTHER THAT** pursuant to the fulfilment of the above 3 conditions as per Regulations 31A (5), the outgoing promoter and promoter group shall cease to be the promoters.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Members holding more than ten percent of the total share capital of the

Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board of Directors resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
3. The Register of Members and the Share Transfer books of the Company will remain closed from September 22, 2018 to September 29, 2018 (both days inclusive) for the purpose of the Annual General Meeting.
4. Details as required in Regulation 36(3) of the Listing Regulations, in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Requisite declarations have been received from the Directors seeking appointment / re-appointment.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
7. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means by Central Depository Services (India) Limited (CDSL).
8. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 22 September 2018, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting).
9. The remote e-voting period will commence at 9 a.m. on 26<sup>th</sup> September, 2018 and will end at 5 p.m. on 28<sup>th</sup> September 2018. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.



10. The Company has appointed Mrs. Monika Kothari (M. S. Kothari & Associates) Practising Chartered Accountant (Membership No. 137777), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
11. Notice of 5<sup>th</sup> Annual General Meeting and the Annual Report 2018 will also be available on the Company's website [www.hktrade.in](http://www.hktrade.in) from their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investors email id: [info@hktrade.in](mailto:info@hktrade.in).
12. 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.
13. The Results declared along with the Scrutinizer's report shall be placed on the company's website [www.hktrade.in](http://www.hktrade.in) immediately after the declaration of result by Chairman of the Company and the same will be communicated to the BSE Limited.
14. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

#### 15. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9 a.m. on 26<sup>th</sup> September, 2018 and will end at 5 p.m. on 28<sup>th</sup> September 2018. 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 22 September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for “H. K. Trade International Limited” on which you choose to vote.
- (xiii) EVSN No is 180901037**
- (xiv) 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.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.