

# WAAREE®

September 08, 2020

To,  
The Manager (Listing)  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400 023  
Fax No.2272 5092/3030

**Scrip No. 539337**

**Subject: Notice of the 07<sup>th</sup> Annual General Meeting and the Annual Report for the Financial Year 2019-2020**

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Annual Report for the Financial Year 2019-2020 along with the Notice of the 07<sup>th</sup> Annual General Meeting ("AGM") of the Company to be held on Wednesday, September 30, 2020 at 3.30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

The said Notice which forms a part of the Annual Report for the financial year 2019-2020 has been sent electronically to the members whose e-mail IDs are registered with the Company/ **Sharex Dynamic (India) Private Limited** Registrar and Share Transfer Agents of the Company and the Depositories viz. the National Securities Depository Limited and Central Depository Services (India) Limited.

The Notice of the AGM and the Annual Report has also been uploaded on the website of the Company at [www.hktrade.in](http://www.hktrade.in)

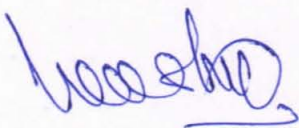
Please take the same on your records and suitably disseminated at all concerned.

Thanking You,

Yours faithfully,

**For Waaree Technologies Limited**

*(Formerly known as H K Trade International Limited)*



**Kirit Chimanlal Doshi**

**Managing Director**

**DIN: 00211972**

Encl.: As Above

## Waaree Technologies Limited

(Formerly known as H.K. Trade International Limited)

Registered Office:

602, Western Edge-1, Western Express Highway, Borivali (E), Mumbai - 400066, MH, INDIA

Tel: +91-22-6644 4444, Fax: +91-22-6644 4400,

Email: [info@hktrade.in](mailto:info@hktrade.in), Website: [www.hktrade.in](http://www.hktrade.in), CIN No.: L31100MH2013PLC244911

**WAAREE®**

**07<sup>th</sup> Annual Report 2019-20**

**WAAREE TECHNOLOGIES LIMITED**  
(Formerly known as *H K Trade International Limited*)

**BOARD OF DIRECTORS**

Mr. Kirit Chimanlal Doshi	Chairman & Managing Director
Mr. Rushabh Pankaj Doshi	Executive Director
Mrs. Ruchi Sethi	Non - Executive & Independent Director
Mr. Rajender Mohan Malla	Non - Executive & Independent Director
Mr. Jayesh D. Shah	Non - Executive & Independent Director

**KEY MANAGERIAL PERSONNEL**

Mr. Kirit Chimanlal Doshi	Managing Director
Mr. Rushabh Pankaj Doshi	Chief Financial Officer
Mr. Nikunj Haresh Gatecha	Company Secretary & Compliance Officer

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

Mrs. Ruchi Sethi	Chairman
Mr. Rajender Mohan Malla	Member
Mr. Rushabh Pankaj Doshi	Member

• **NOMINATION AND REMUNERATION COMMITTEE**

Mrs. Ruchi Sethi	Chairman
Mr. Rajender Mohan Malla	Member
Mr. Jayesh Shah	Member

• **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mrs. Ruchi Sethi	Chairman
Mr. Kirit Chimanlal Doshi	Director
Mr. Rushabh Pankaj Doshi	Member

**BANKERS**

HDFC Bank Limited  
State Bank of India

**STATUTORY AUDITOR**

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

**SECRETARIAL AUDITOR**

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

**INTERNAL AUDITOR**

M/s. H Dave & Co., Chartered Accountants

**REGISTRAR AND TRANSFER AGENTS****Sharex Dynamic (India) Private Limited**

Luthra Ind Premises, Unit-1, Safed 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**

602, Western Edge I, Western Express Highway,  
Borivali, East, Mumbai, Maharashtra, 400066

**Tel No** - 022-66444444

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

**CIN No.** : L74110MH2013PLC244911

**GST No.** : 27AADCH2027C1Z5

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**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 07<sup>th</sup> Annual General Meeting of the Members of **Waaree Technologies Limited (Formerly known as H K Trade International Limited)** will be held on Wednesday, September 30, 2020 at 3.30 p.m. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2020 including audited Balance Sheet as at March 31, 2020 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 Mr. Rushabh Pankaj Doshi (DIN: 07829435), who retires by rotation and being eligible, offered himself for re-appointment.

**SPECIAL BUSINESS:**

3. **To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:**  
**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Jayesh D. Shah (DIN: 00182196), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there-under, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of five years commencing June 18, 2020 to June 17, 2025, not liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

4. **To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:**  
**RESOLVED THAT** pursuant to provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase Authorized Share Capital of the Company from Rs. 2,75,00,000 (Rupees Two Crore Seventy-Five Lakhs Only) divided into 27,50,000 (Twenty-Seven Lakhs Fifty Thousand) equity shares of Rs. 10/- each to Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakhs Only) divided into 1,05,00,000 (One Crore Five Lacs) equity shares of Rs. 10/- each by creation of additional 77,50,000 (Seventy-Seven Lacs Fifty Thousand) equity shares of Rs. 10/- each.”

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder; the consent of the members of the Company be and is hereby accorded, for substituting Clause V a) of the Memorandum of Association of the Company with the following clause:

V a) The Authorized Share Capital of the Company is Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakhs Only) divided into 1,05,00,000 (One crore Five Lacs) equity shares of Rs. 10/- each”

5. **To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:**  
**“RESOLVED THAT** pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2019, applicable provisions of Article of Association of the Company and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard the consent of the members of the Company be and is hereby accorded for issue upto 10,52,800 equity shares of Rs. 10/- each as bonus shares of an aggregate nominal value upto Rs. 1,05,28,000/- (Rupees One Crore Five Lacs Twenty-Eight Thousand Only), as bonus shares to the shareholders out of the Free Reserves.”

**“RESOLVED FURTHER THAT:**

- a. The bonus issue of shares will be made in the ratio of 2:5 [i.e. 2 (two) fully paid up equity shares for every 5 (five) equity shares held] to the shareholders on such date (Record Date) as may be determined by the board of director(s) after approval of Shareholders in general meeting.
- b. The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company.
- c. Share Certificates shall be issued to those to whom the bonus shares are allotted within the time prescribed in the Companies Act, 2013. With regards to the shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders.

- d. No members shall be entitled to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.
- e. All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Director of the Company be and is hereby authorized to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchange, SEBI, Superintendent of Stamps, NSDL, CDSL, RTA or any other authority.”

**By Order of the Board of Directors of  
Waaree Technologies Limited**  
*(Formerly known as H K Trade International Limited)*  
**Sd/-**  
**Kirit Chimanlal Doshi**  
Managing Director  
DIN: 00211972

Place: Mumbai

Dated: September 05, 2020

**Registered Office:**

602, Western Edge I, Western Express Highway  
Borivali East, Mumbai 400066

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [rmimani@csrma.in](mailto:rmimani@csrma.in)/[mmimani@csrma.in](mailto:mmimani@csrma.in) with a copy marked to [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
5. The Register of Members and the Share Transfer books of the Company will remain closed from September 25, 2020 to September 30 2020, (both days inclusive) for the purpose of Annual General Meeting of the Company.
6. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with **Sharex Dynamic (India) Private Limited** in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to **Sharex Dynamic (India) Private Limited** in case the shares are held by them in physical form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members desiring any clarification on accounts are requested to write to the Company at an early date through email on [info@hktrade.in](mailto:info@hktrade.in) so as to enable the Company to keep the information ready.

11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019- 20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.hktrade.in](http://www.hktrade.in) websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL : <https://www.evotingindia.com>
12. At the 03<sup>rd</sup> AGM held on September 30, 2016, the Members approved appointment of R T Jain & Co LLP., Chartered Accountants, Mumbai as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 08<sup>th</sup> AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2019. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 07<sup>th</sup> AGM
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**14. Instructions for e-voting and joining the AGM are as follows:**

- (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- (b) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all the members of the Company.
- (c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (d) **The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on September 26, 2020 at 9.00 a.m. and ends on September 29, 2020 at 5.00 pm. During this period shareholders’ of the Company, holding shares as on the cut-off date of September 23, 2020 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” module.
- (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. Shareholders 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 e-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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. 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).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESSES FOR THOSE SHAREHOLDERS WHO’S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.
- (iii) The Company/RTA shall co-ordinate with CDSL and provides the login credentials to the above mentioned shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- (i) Shareholder will be provided with a facility to attend the 07<sup>th</sup> AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 31<sup>ST</sup> AGM ARE AS UNDER:-**

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (Company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied to by the Company suitably by email.
- (vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (vii) **Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz.; [rmimani@csrma.in](mailto:rmimani@csrma.in)/[mmimani@csrma.in](mailto:mmimani@csrma.in); [info@hktrade.in](mailto:info@hktrade.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions:**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.hktrade.in](http://www.hktrade.in) and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the share of the Company is listed.

**EXPLANATORY STATEMENT**

The following Explanatory Statements pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 3 to 5 of the accompanying Notice of the Annual General Meeting.

**Item No. 3**

The Board of Directors of the Company ('the Board') at the meeting June 18, 2020 on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the appointment of Mr. Jayesh D. Shah (DIN: 00182196) as Independent Directors of the Company with effect from June 18, 2020 to June 17, 2025, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to her appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Jayesh D. Shah, his association would benefit the Company. Declarations have been received from Mr. Jayesh D. Shah that she meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015.

In the opinion of the Board, Mr. Jayesh D. Shah fulfills the conditions specified in the Act, the Rules there-under and the Listing Regulations 2015 for the appointment as Independent Directors and he is independent of the management of the Company. Consent of the Members by way of Ordinary Resolution is required for the appointment of Mr. Jayesh D. Shah, in terms of Section 149 of the Act.

Requisite Notices under Section 160 of the Act proposing the appointment of Mr. Jayesh D. Shah have been received by the Company, and consents have been filed by Mr. Jayesh D. Shah pursuant to Section 152 of the Act.

Additional information in respect of Mr. Jayesh D. Shah pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings is appearing in the Annexure and forming the part of this Report. Mr. Jayesh D. Shah does not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

Mr. Jayesh D. Shah and his relatives are interested in the Special Resolution relating to his appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in the said Ordinary Resolution.

The Board of Directors recommends the Item No. 3 to be passed by the members of the Company as an Ordinary Resolution.



**Item No. 4**

At present the Authorized Share Capital of the Company is Rs. 2,75,00,000 (Rupees Two Crore Seventy-Five Lakhs Only) divided into 27,50,000 (Twenty-Seven Lakhs Fifty Thousand) equity shares of Rs. 10/- each out which paid up share capital of the Company is Rs. 2,63,20,000 (Rupees Two Crore Sixty-Three Lacs Twenty Thousand Only) divided into 26,32,000 (Twenty-Six Lakhs Thirty-Two Thousand) equity shares of Rs. 10/- each. The Board of Directors of the Company in its meeting held on Saturday, September 05, 2020 have recommended the issuance of Bonus Shares, if the resolution for issuance of Bonus Shares as recommended by the Board shall be approved by the members of the Company then additional 10,52,800 paid up equity shares shall be allotted to the members post completion of process of bonus issue. So, in view of the proposed agendas and future plan of the company, the present Authorized Share Capital of the Company need to be increased from Rs. 2,75,00,000 to Rs. 10,50,00,000 by creation of additional 77,50,000 (Seventy-Seven Lacs Fifty Thousand) equity shares of Rs. 10/- each.

Further, in view of increasing the Authorized Share Capital it is also necessary to amend Clause V a) of the Memorandum of Association to increase the Authorized Share Capital from Rs. 2,75,00,000 to Rs. 10,50,00,000. As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 4 for the approval of the Members by way of passing Ordinary Resolution. Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

**Item No. 5**

As you all are aware that the Company's shares have been listed on BSE SME Platform since 14-09-2015. As on March 31, 2020 total free reserves and surplus of the Company is Rs. 1,16,32,764/-. With a view to capitalize the Free Reserves of Rs. 1,05,28,000/- and to rationalize the capital structure, Board of Directors in its meeting held on Saturday, September 05, 2020 have proposed to issue bonus shares at the ratio of 2:5 [i.e. 2 (two) fully paid up equity shares for every 5 (five) equity shares held]. This bonus allotment will also rationalize the paid-up capital of the company with the funds employed in the company. As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution. Accordingly, the Directors recommend the matter and the resolution set out under Item no. 5 for the approval of the Members by way of passing a Special Resolution. Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

**By Order of the Board of Directors of  
Waaree Technologies Limited**  
*(Formerly known as H K Trade International Limited)*

**Sd/-**  
**Kirit Chimanlal Doshi**  
Managing Director  
DIN: 00211972

Place: Mumbai  
Dated: September 05, 2020

**Registered Office:**  
602, Western Edge I, Western Express Highway  
Borivali East, Mumbai 400066

**ANNEXURE TO EXPLANATORY STATEMENT TO THE NOTICE**

Details of directors seeking appointment/ re-appointment at the ensuing Annual General Meeting fixed on (Date) as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder:

<b>Name of Director</b>	<b>Mr. Rushabh Pankaj Doshi</b>	<b>Mr. Jayesh D. Shah</b>
DIN	07829435	00182196
Date of Birth	22/11/1992	27/05/1965
Nationality	Indian	Indian
Date of First Appointment	October 24, 2019	June 18, 2019
Qualifications	B.Com	FCA; B.Com
Expertise in specific functional Areas	His experience and qualification supports our Company in its growth strategies.	Accounts, finance and audit functions
No. of Shares held in the company	Nil	Nil
List of other Directorships held in the listed Entities	Nil	Nil
Chairman / Member of the Committees of the Board of other Companies in which he / she is a Director	Nil	Nil
Relationship with other Directors	Nil	Nil

**DIRECTOR'S REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS**

To,  
The Shareholders,  
Waaree Technologies Limited  
Mumbai

Your Directors are pleased to present the 07<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2020.

**1. FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY:**

The Board's Report shall be prepared based on the standalone financial statements of the Company.

Particulars	Year Ended on March, 2020	Year Ended on March, 2019
	Amt. in Rs.	Amt. in Rs.
<b>Total Income</b>	(6,620,355)	16,087,928
Less: Expenditure	(5,242,656)	17,075,356
<b>Profit/(Loss) before Tax</b>	(1,377,700)	(987,428)
Less: Tax Expense	5,905	192,341
<b>Profit/(Loss) after Tax</b>	(1,371,795)	(7,95,087)

**2. BRIEF DESCRIPTION OF THE COMPANY'S OPERATIONS DURING THE YEAR / STATE OF COMPANY'S AFFAIR**

During the financial year ended on March 31, 2020, the Company earned revenue of Rs. 10.01 lacs from other operation and there was a return of goods during the year, hence there is negative revenue from operation.

**3. NATURE OF BUSINESS**

During the financial year, the Company has not generated any revenue from the operation. The Company is exploring the business opportunities in the areas of solar energy, as approved by the members at the Extra-ordinary General Meeting held on November 27, 2019.

**4. DIVIDEND**

In view of the losses incurred during the financial year ended on March 31, 2020, there was no dividend recommended for the period.

**5. SHARE CAPITAL**

The Paid up equity share capital as at March 31, 2020 is Rs. 26,320,000 (Rupees Two crore sixty three lac twenty thousand only). There was no change in share capital of the company during the year.

**6. RESERVES**

No amount has been transferred to Reserves account during the financial year.

**7. CORPORATE GOVERNANCE**

With reference to the captioned subject and regulation 15(2) (b) of the said regulations the compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation 46 and para C, D and E of the Schedule V shall not apply to those listed entity which has the specified securities on the SME Exchange.

Further, Company is listed on the SME Platform of BSE Limited having net worth of Rs. 3.79 crore only. Hence Compliance with above mentioned provisions relating to Corporate Governance are not applicable and the Company is not required to file report on Corporate Governance Report on quarterly basis with the Stock Exchange.

**8. ANNUAL RETURN**

In pursuance to the provisions of section 92(3) of the Companies Act, 2013, Annual Return for the financial year ended on March 31, 2020 is available at <http://hktrade.in/pdf/Annual%20Return%202020.pdf> on the website of the Company i.e. [www.hktrade.in](http://www.hktrade.in).

**9. SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES**

As on March 31, 2020, the Company has no subsidiary or Associate Company or Joint Venture Company.

**10. CONSOLIDATED FINANCIAL STATEMENT**

The Company is not required to consolidate its financial statements in terms of provisions of Companies Act, 2013 and rules there-under.

**11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to financial statements for the financial year ended on March 2019.

**12. BOARD EVALUATION, INDUCTION AND TRAINING OF BOARD MEMBERS**

Pursuant to the provisions of the Companies Act, 2013 and under obligations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carries out the annual performance evaluation of its own performance, of the Directors individually as well as the evaluation of working of its various Committees. A structured questionnaire is prepared after taking into consideration the inputs received from Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

**13. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- (a) In terms of the provision of section 152 of the Companies Act, 2013 and of Articles of Association of the Company, Mr. Rushab P. Doshi Director of the Company retires at the ensuing Annual General Meeting and being eligible, seeks re-appointment.
- (b) During the Financial year 2019-20, Mr. Hiren Desai has tendered resignation from the Board with effect from April 11, 2019. .
- (c) Mr. Jayesh D Shah has been appointed as Independent Director of the Company with effect from June 18, 2020, subject to the approval of the members and being eligible for appointment at the ensuing Annual General Meeting..
- (d) All Independent Directors have furnished to the Company a declaration under Section 149 (7) of the Companies Act, 2013 stating that they meet criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.

**14. BOARD OF DIRECTORS AND COMMITTEES THEREOF****(a) Composition of the Board of Directors**

The Board of the Company is composed of individuals from diverse fields. The Board of the Company is composed of Executive, Non-Executive and Independent Directors.

As on March 31, 2020, the strength of the Board of Directors of the Company was at Four Directors comprising of Two Executive and Two Non-Executive Independent Directors. The details of the Board of Directors as on March 31, 2020 are given below:

Name of the Director	Designation	Date of Joining	No. of Directorships / Committee Memberships/ Chairmanships			
			Public Limited Companies (including this)	Private Limited and Section 8 Companies	Committee Memberships (including this)	Committee Chairman Ships (including this)
Mr Rajender Mohan Malla	Non-Executive Independent Director	20/03/19	11	3	04	Nil
Mr. Kirit Chimanlal Doshi	Chairman & Managing Director	24/10/18	1	8	01	Nil
Mrs Ruchi Sethi	Non-Executive Independent Director	20/03/19	1	Nil	Nil	03
Mr. Rushabh Pankaj Doshi	Executive Director	27/11/18	1	1	02	Nil

The composition of the Board also complies with the provisions of the Companies Act, 2013 and Regulation 17 (1) of SEBI (LODR) Regulations, 2015.

All the Independent Directors had furnished to the Company a declaration under section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.

**(b) Board Meetings**

The Board/Committee meetings are pre-scheduled and proper notices of Board and Committee meetings is circulated to the Directors well in advance to enable them to plan their schedules and to ensure their meaningful participation in the meetings.

During the financial year, the Board of Directors of the Company met 5 (five) times. The gap between two Board meetings was in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015. Details of Directors as on March 31, 2020 and their attendance at the Board meetings and Annual General Meeting ("AGM") during the financial year ended March 31, 2020 are given below:

Date of Meeting	Name of the Director			
	Mr. Rajender Mohan Malla	Mr. Kirit Chimanlal Doshi	Mrs. Ruchi Sethi	Mr. Rushabh P. Doshi
April 26, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
May 14, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
July 30, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
November 12, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
January 07, 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGM – September 10, 2019	N.A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
EGM – February 06, 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**(c) Audit Committee**

The Audit Committee in terms of the provisions of section 177 of the Companies Act, 2013 comprising of Mrs. Ruchi Sethi , Mr. Rajender Mohan Malla and Mr. Rushabh Pankaj Doshi. Mrs. Ruchi Sethi, Independent Director, is the Chairman of the Audit Committee.

During the financial year ended on March 31, 2020, 4 (four) meeting of the Audit Committee were held on May 14, 2019, July 30, 2019, November 12, 2019 and January 07, 2020 which were attended by all the members of the Committee.

**(d) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee in terms of the provisions of section 178 of the Companies Act, 2013 comprising of Mrs. Ruchi Sethi and Mr. Rajender Mohan Malla. Mrs. Ruchi Sethi, Independent Director, is the Chairman of the Nomination and Remuneration Committee.

During the financial year ended on March 31, 2020, (3) Three meetings of the Nomination and Remuneration Committee were held on April 26, 2019, May 14, 2019 and January 07, 2020 which were attended by all the members of the Committee

**(e) Stakeholders Relationship Committee**

The Stakeholders Relationship Committee in terms of the provisions of section 178 of the Companies Act, 2013 comprising of Mr. Kirit Chimanlal Doshi , Mr. Rushabh Pankaj Doshi and Mrs. Ruchi Sethi. Mrs. Ruchi Sethi, Independent Director, is the Chairman of the Stakeholders Relationship Committee.

During the financial year ended on March 31, 2020, 4 (Four) meeting of the Stakeholders Relationship Committee were held on May 14, 2019, July 30, 2019, November 12, 2019 and January 07, 2020 which were attended by all the members of the Committee.

**15. DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Sec. 134 (5) of the Companies Act, 2013, the Directors confirm that.

- i. in preparation of the annual accounts for the year ended March 31, 2020 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. appropriate accounting policies have been selected and applied and such judgment and estimates have been made that are reasonable and prudent so as to give true and fair view of the state of affairs of the company as at March 31, 2020 and of the profit of the company for the year ended that date.
- iii. proper and sufficient care has been taken 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.
- iv. the annual accounts have been prepared on a "going concern "basis.
- v. proper internal financial controls are laid down and are adequate and operating effectively.
- vi. proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems are adequate and operating effectively.

**16. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES**

During the financial year, the Company has not entered into any transaction with related parties, as specified under section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

**18. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY**

Your Company has policies, procedures and effective internal controls for ensuring orderly and efficient conduct of the business, safeguard of its assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting record, timely preparation of financial statements and proper disclosure. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

The internal and operational audit is conducted on regular basis. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

**19. RISK MANAGEMENT**

During the financial year under review, the Company has identified and evaluates elements of business risk. Consequently a Business Risk Management framework is in place. The risk management framework defines the risk management approach of the Company and includes periodic review of such risks and also documentation, mitigating controls and reporting mechanism of such risks. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business.

**20. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Provision of Schedule VII of the Companies Act, 2013 read with Companies Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company during the financial year under review.

**21. ENVIRONMENT AND SAFETY**

Your Company is committed to ensure sound Safety, Health and Environmental (SHE) performance related to its activities, products and services. Your Company is taking continuous steps to develop Safer Process Technologies and Unit Operations for increased safety and reduction of human error element. Enhanced level of training on Process and Behavior based safety, adoption of safe and environmental friendly production process. Management System is done on a continuous basis.

The Company is committed to continuously take further steps to provide a safe and healthy environment.

**22. POLICIES:**

The details of the policies approved and adopted by the Board of Directors of the Company and required to be part of the Directors Report are as under;

**(a) Vigil Mechanism/Whistle Blower Policy**

The Company has a whistle blower policy to report genuine concerns or grievances. The Whistle Blower policy has been posted on the website of the Company. ([www.hktrade.in](http://www.hktrade.in))

**(b) Remuneration and Nomination Policy**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The remuneration and nomination policy has been posted on the website of the Company ([www.hktrade.in](http://www.hktrade.in))

**(c) Related Party Transactions and Policy**

The Company has developed a related party transactions framework through standard operating procedures for the purpose of identification and monitoring of transactions with the related parties.

The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the Company i.e. ([www.hktrade.in](http://www.hktrade.in)). None of the Directors has any pecuniary relationship or transactions vis-a-vis the Company.

**(d) Policy on material subsidiary**

The details of the policy have been disclosed on Company's website at ([www.hktrade.in](http://www.hktrade.in))

**(e) Familiarization programme for Directors**

The details of the familiarization programme have been disclosed on Company's website at ([www.hktrade.in](http://www.hktrade.in))

**(f) Code of Conduct**

In Compliance with Regulation 26(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has laid down the Code of Conduct for all Board members and senior management of the Company, which is available on the Company's Website at ([www.hktrade.in](http://www.hktrade.in)).

All the Board members and senior management of the Company have affirmed compliance with their Code of Conduct for the financial year ended March 31, 2020.

The Managing Director has also confirmed and certified the same. The certification is annexed and forming the part of this report.

**(g) Prevention of Sexual Harassment Policy**

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2019-2020, no complaints were received by the Company related to Sexual Harassment

**(h) Risk Management Policy:**

Your Company has a Risk Management Policy adopted by the Board. Periodical in-house risk audits were conducted to detect and mitigate the risks in a timely and effective manner. Management Discussion and Analysis Report contain more details on the risk

management practiced by the Company

**23. STATUTORY INFORMATION:**

- (a) The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134 (3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company during the financial year.
- (b) The information required under section 197 of the Companies Act, 2013 read with Rule 5(1), (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are not applicable to the Company during the financial year.
- (c) The Company has not accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.
- (d) The Business Responsibility Reporting as required under SEBI (LODR), 2015 and is not applicable to your Company for the financial year under review.
- (e) Disclosure as required under para F of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company during the financial year.
- (f) A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed herewith as a part of the report

**24. STATEMENT PURSUANT TO SEBI LISTING REGULATIONS:**

The Company was listed on BSE SME segment for the Financial Year 2015-16. The Company confirms that it has paid the Annual Listing Fees for the year 2019-2020 to BSE where the Company's Shares are listed.

**25. STATUTORY AUDITOR**

M/s. R T Jain & Co. LLP, Chartered Accountants (Firm Registration No. 103961W) were appointed as the statutory auditor of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on September 30, 2016, to hold office from the conclusion of the Third AGM till conclusion of the Eight AGM to be held in the year 2021.

The Report given by the Auditor on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditor in their Report.

**26. SECRETARIAL AUDITOR**

The Board appointed M/s. R.M. Mimani & Associates LLP, Company Secretaries, to conduct Secretarial Audit for the Financial Year 2019-19. The Secretarial Audit Report for the Financial Year ended March 31, 2020 is attached to this Report in Annexure I.

**27. COST AUDIT**

Provision of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company during the financial year.

**28. MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report under requirements of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, forms part of this Annual Report for the year ended 31st March 2020.

**29. CAUTIONARY STATEMENT**

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

**30. APPRECIATIONS AND ACKNOWLEDGMENTS**

The Directors wish to thank and deeply acknowledge the co-operation, assistance and support extended by the Regulatory Authorities, Company's Bankers, Customers, Shareholders and other business constituents during the year under review. It will be your Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests. The Directors also wish to place on record their appreciation for all round co-operation and contribution made by employees at all levels.

For and on behalf of the Board of  
**Waaree Technologies Limited**  
 [Formerly H K Trade International Limited]

Sd/-                                  Sd/-  
**Kirit C. Doshi                  Rushabh P. Doshi**  
**Managing Director      Director & CFO**  
 DIN: 00211972                  DIN: 07829435

Place: Mumbai  
 Dated: September 05, 2020

**Form No. MR.3****Secretarial Audit Report for the financial year ended on March 31, 2019**

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the companies (Appointment and remuneration of managerial personnel) Rule, 2014]

To,  
**The Members**  
**Waaree Technologies Limited**  
[CIN: L74110MH2013PLC244911]  
602, Western Edge I, Western Express Highway,  
Borivali, East, Mumbai, Maharashtra, 400066

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Waaree Technologies Limited** hereinafter called ("the Company") for the financial year ended 31st March, 2020 ["Audit Period"]. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records as maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, explanation and clarification given and representation made during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period 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, minutes' book, forms and returns filed and other records as maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

1. The Companies Act, 2013 (the "Act") and the rules made thereunder including any re-enactment thereof;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), to the extent applicable:
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (ii) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (iii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (iv) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
6. Laws specifically applicable to the Industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say:
  - (i) Trade Mark Act, 1999
  - (ii) The Foreign Trade (Development and Regulation) Act, 1992

We have also examined compliance with the applicable clauses of the Secretarial Standards for Board Meetings (SS-1) and for General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. as mentioned above except that *the Nomination and Remuneration Committee is not properly constituted through the year as required in terms of the provision of section 178 of the Companies Act, 2013 and regulation 19 of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015*

During the audit period, provisions of the following regulations were not applicable to the Company;

- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (ii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (iii) The Securities and Exchange Board of India (Issue of Debt Securities) Regulations, 2008
- (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999
- (v) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

**Management and Auditor Responsibility:**

- (i) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- (ii) We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;



- (iii) Wherever our Audit has required our examination of books and records maintained by the Company, we have also relied upon electronic versions of such books and records, as provided to us through online communication. Wherever for the purposes of our Audit, there was a need for physical access to any of the places of business of the Company; the same has not been uniformly possible in view of the prevailing lockdown.
- (iv) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns;
- (v) Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.;
- (vi) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- (vii) Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practice;
- (viii) The Secretarial Audit report is neither an 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.

**We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive 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 the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent and there was no formal system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
- Decisions at the meetings of the Board or Committee thereof were carried out with requisite majority, while there were no recorded instances of dissent in Board or Committee meetings.

**We further report that** based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department duly signed by the department head and Compliance Certificate(s) of the Managing Director/Company Secretary/CFO taken on record by the Board of Directors of the Company, in our opinion system and process exists in the company required to be strengthened to commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, the Company has not undertaken any specific event/action that can have a major bearing on the company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards.

For **R M Mimani & Associates LLP**  
[Company Secretaries]  
[Firm Registration No.: I2001MH250300]

Sd/-  
**Manoj Mimani**  
(Partner)  
ACS No: 17083  
CP No: 11601

Place: Mumbai  
Dated: September 05, 2020

UDIN: A017083B000671066

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
**The Members**  
**Waaree Technologies Limited**  
[CIN: L74110MH2013PLC244911]  
602, Western Edge I, Western Express Highway,  
Borivali, East, Mumbai  
Maharashtra, 400066

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Waaree Technologies Limited** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>DIN</b>	<b>Full Name</b>	<b>Designation</b>	<b>Date of Appointment</b>
00211972	Mr. Kirit C. Doshi	Managing Director	24/10/2018
07829435	Mr. Rushabh P Doshi	Director	24/10/2018
02395352	Mrs. Ruchi Sethi	Non-Executive Independent Director	20/03/2019
00136657	Mr. Rajendra Mohan Malla	Non-Executive Independent Director	20/03/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R M Mimani & Associates LLP**  
[Company Secretaries]  
[Firm Registration No.: I2001MH250300]

Sd/-  
**Manoj Mimani**  
(Partner)  
ACS No: 17083  
CP No: 11601

Place: Mumbai  
Dated: September 05, 2020

UDIN: A017083B000671088

**CEO/CFO CERTIFICATION TO THE BOARD**  
**[Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]**

We, Mr. Rushabh Pankaj Doshi, Chief Financial Officer (CFO) and Mr. Kirit Chimanlal Doshi Managing Director of **Waaree Technologies Limited** (Formerly known as H K Trade International Limited) appointed in terms of provision of Companies Act 2013, certify to the Board that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year ended on March 31, 2020 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 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. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended on March 31, 2020 which are fraudulent, illegal or violative of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - Significant changes in internal control over the financial reporting during the financial year 2019-20.
  - Significant changes in accounting policies during the financial year 2019-20 and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

Sd/-

\_\_\_\_\_  
**Rushabh Pankaj Doshi**  
**CFO & Director**  
DIN: 07829435

Sd/-

\_\_\_\_\_  
**Kirit Chimanlal Doshi**  
**Managing Director**  
DIN: 00211972

Place: Mumbai  
Dated: June 18, 2020

**DECLARATION BY THE CEO UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE CODE OF CONDUCT:**

In accordance with Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct for the financial year ended on March 31, 2020.

**For Waaree Technologies Limited**  
[Formerly H K Trade International Limited]

Sd/-

**Kirit C. Doshi**  
**Managing Director**  
DIN: 00211972

Place: Mumbai  
Dated: September 05, 2020

## **Independent Auditor's Report**

To the Members of

### **Waaree Technologies Limited**

(Formerly Known as H. K. Trade International Ltd)

### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **Waaree Technologies Limited** (Formerly known as **H K Trade International Limited**) ("the Company"), which comprise the balance sheet as at March 31, 2020, the statement of profit and loss and the statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020; and its profit / (loss) and cash flows for the year ended on that date.

#### **Basis for opinion**

We have conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. 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.

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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 the Companies (Accounts) Rules, 2014.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company

and for preventing and detecting the 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 control, 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.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up

to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and 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, the statement of profit and loss and the statement of cash flows dealt with by this report are in agreement with the books of account.
  - 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;
  - e) on the basis of written representations received from the directors as on 31 March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020, from being appointed as a director in terms of Section 164(2) 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, refer to our separate report in "**Annexure B**".
  - g) In our opinion, the managerial remuneration for the year ended 31<sup>st</sup> March, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V of the Act;
  - h) with respect to the other matters to be included in 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 explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position;
- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For R T Jain & Co. LLP  
Chartered Accountants  
FRN : 103961W / W100182

SD/-

(CA Bankim Jain)  
Partner  
Mem No. : 139447  
UDIN : 20139447AAAACC4278

Mumbai, June 18, 2020

## **Annexure A to the Independent Auditors' Report**

**Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the accounts of the company for the year ended 31<sup>st</sup> March, 2020**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
  
(b) As explained to us, fixed assets have been physically verified by the management during the year; no material discrepancies were noticed on such verification.  
  
(c) Based on our audit procedures and the information and explanation received by us, we report that the company does not own any immovable properties held as fixed assets. Thus no opinion on the validity of the title of the company on immovable properties is given.
- ii. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.  
  
(b) In our opinion and on the basis of our examination of the records, no material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loan to any associate concern covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv. The company has not given any loans, made any investments or provided any guarantee and security under section 185 and section 186 of Companies Act, 2013.
- v. In our opinion, the company has not accepted any deposits within the meaning of Rule 2 (b) of Companies (Acceptances of Deposits) Rules, 2014.
- vi. According to the information and explanations provided by the management, no cost records have been prescribed under section 148(1) of the Companies Act, 2013 in respect of products of the Company.
- vii. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Goods and Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other



statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there are following outstanding statutory dues as on 31<sup>st</sup> of March, 2020 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, service tax, goods and service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.

- viii. Based on our audit procedures and the information and explanations given by the management, we are of the opinion that, there are no dues to any financial institution, bank or debenture holders.
- ix. Based on records of the company, the company has neither raised any moneys by way of Initial Public Offer or Further Public Offer or term loan during the year.
- x. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.
- xi. According to information and explanations given to us, in our opinion, the company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. The Company is not a nidhi company. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- xiii. Based on our audit procedures and on the information given by the management, the company has complied with the sections 177 and 188 of the Companies Act, 2013 for all the transactions with the related parties and the details of such transactions have been properly disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The Company has not made any preferential allotment of shares during the year to parties covered in register maintained under section 189 of the Companies Act, 2013.
- xv. The company has not entered into any non-cash transactions with directors of the company or its subsidiary or persons connected with them.

- xvi. The Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934.

For R T Jain & Co LLP  
Chartered Accountants  
FRN : 103961W / W100182

SD/-

(CA Bankim Jain)  
Partner  
Mem No. : 139447  
UDIN : 20139447AAAACC4278

Mumbai, June 18, 2020

## **Annexure - B to the Independent Auditors' Report**

**Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the accounts of the company for the year ended 31<sup>st</sup> March, 2020**

**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 **Waaree Technologies Limited (Formerly known as H K Trade International Limited)** ("the Company") as of March 31, 2020 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, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgment, 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.

### **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. However the Company does not have appropriate system manuals or predefined standard operation procedure to maintain the efficacy and effectiveness of the internal financial controls throughout the year. Thus, the company does not have formal internal financial controls over financial reporting based on our verification.

For R T Jain & Co LLP  
Chartered Accountants  
FRN : 103961W/W100182

SD/-

(CA Bankim Jain)  
Partner  
Mem No. : 139447  
UDIN : 20139447AAAACC4278

Mumbai, June 18, 2020

**WAAREE TECHNOLOGIES LTD**

(FORMERLY KNOWN AS H. K. TRADE INTERNATIONAL LTD)

**Balance Sheet**

(Amt. in Rs.)

Particulars	Note No.	As at 31st March 2020	As at 31st March 2019
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	2,63,20,000	2,63,20,000
(b) Reserves and Surplus	3	1,16,32,764	1,30,04,558
<b>(2) Current Liabilities</b>			
(a) Short-term borrowings	4	-	37,55,237
(b) Other current liabilities	5	66,384	1,46,889
(c) Short-term provisions	6	1,34,308	-
<b>TOTAL</b>		<b>3,81,53,456</b>	<b>4,32,26,684</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible assets	7	73,159	77,346
(b) Deferred tax assets (net)	8	2,59,720	2,53,815
(c) Other Non-Current assets	9	5,000	1,53,514
<b>(2) Current Assets</b>			
(a) Inventories	10	7,69,846	-
(b) Trade receivables	11	-	99,06,636
(c) Cash and cash equivalents	12	74,766	20,58,319
(d) Short-term loans and advances	13	3,69,70,965	3,07,77,055
(e) Other current assets		-	-
<b>TOTAL</b>		<b>3,81,53,456</b>	<b>4,32,26,684</b>
Significant Accounting Policies	1		
<i>The accompanying notes form an integral part of financial statements.</i>			
As per our report of even date attached		<b>FOR AND ON BEHALF OF THE BOARD</b>	
<b>FOR R T JAIN &amp; CO LLP</b>		SD/-	SD/-
<b>CHARTERED ACCOUNTANTS</b>			
<b>(FRN NO. 103961W / W100182)</b>		<b>RUSHABH PANKAJ</b>	<b>KIRIT CHIMANLAL</b>
		<b>DOSHI</b>	<b>DOSHI</b>
		<b>(DIRECTOR &amp; CFO)</b>	<b>(MANAGING</b>
		<b>(DIN - 07829435)</b>	<b>DIRECTOR)</b>
SD/-			<b>(DIN - 00211972)</b>
<b>CA BANKIM JAIN</b>			SD/-
<b>PARTNER</b>			
<b>M. NO. - 139447</b>			<b>NIKUNJ GATECHA</b>
			<b>(COMPANY</b>
<b>MUMBAI, JUNE 18, 2020</b>			<b>SECRETARY)</b>

# WAAREE TECHNOLOGIES LTD

(FORMERLY KNOWN AS H. K. TRADE INTERNATIONAL LTD)

## Statement of Profit & Loss

(Amt. in Rs.)

Sr. No	Particulars	Note No.	for the year ended 31st March, 2020	for the year ended 31st March, 2019
	<b>INCOME</b>			
I	Revenue from operations	14	(76,21,185)	1,47,22,377
II	Other Income	15	10,00,830	13,65,551
III	<b>Total Revenue</b>		<b>(66,20,355)</b>	<b>1,60,87,928</b>
	<b>EXPENDITURE</b>			
IV	Cost of Material Consumed	16	(67,65,710)	1,46,21,718
	Purchase of Stock-in-Trade	18		-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	17	(7,69,846)	-
	Employee Benefit Expense	18	8,87,797	13,64,000
	Finance Costs	19	90,224	5,29,586
	Depreciation and Amortization Expense	20	76,387	1,351
	Other Expenses	21	12,38,493	5,58,700
	<b>Total Expenses</b>		<b>(52,42,656)</b>	<b>1,70,75,356</b>
V	<b>Profit before Tax</b>		<b>(13,77,700)</b>	<b>(9,87,428)</b>
VI	<b>Tax expense:</b>			
	(1) Current tax		-	-
	(2) Deferred tax		(5,905)	(2,53,815)
	(3) Previous Year Tax Adjustment		-	61,474
VII	<b>Profit/(Loss) for the year</b>		<b>(13,71,795)</b>	<b>(7,95,087)</b>
VIII	Earning per share (face value of Rs 10/- each)			
	<b>Basic and Diluted</b>	22	<b>(0.52)</b>	<b>(0.30)</b>
	Significant Accounting Policies	1		
	<b>The accompanying notes form an integral part of financial statements.</b>			
	As per our report of even date attached		<b>FOR AND ON BEHALF OF THE BOARD</b>	
	<b>FOR R T JAIN &amp; CO LLP</b>		<b>SD/-</b>	<b>SD/-</b>
	<b>CHARTERED ACCOUNTANTS</b>			
	<b>(FRN NO. 103961W / W100182)</b>		<b>RUSHABH PANKAJ DOSHI</b>	<b>KIRIT CHIMANLAL DOSHI</b>
			<b>(DIRECTOR &amp; CFO)</b>	<b>(MANAGING DIRECTOR)</b>
	<b>SD/-</b>		<b>(DIN - 07829435)</b>	<b>(DIN - 00211972)</b>
	<b>CA BANKIM JAIN</b>			<b>SD/-</b>
	<b>PARTNER</b>			<b>NIKUNJ GATECHA</b>
	<b>M. NO. - 139447</b>			<b>(COMPANY SECRETARY)</b>
	<b>MUMBAI, JUNE 18, 2020</b>			

**WAAREE TECHNOLOGIES LTD****(FORMERLY KNOWN AS H. K. TRADE INTERNATIONAL LTD)****Statement of Cash Flow****(Amt. in Rs.)**

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
<b>Cash flow from operating activities:</b>		
Profit / (Loss) before tax	<b>(13,77,700)</b>	<b>(9,87,428)</b>
<b>Adjusted for:</b>		
Depreciation & Amortisation	76,387	1,351
Interest Income	(10,00,499)	(13,54,874)
(Profit) / Loss on sale of asset	-	(1,217)
Finance Cost	90,224	5,29,586
<b>Operating Profit Before Working Capital Changes</b>	<b>(22,11,588)</b>	<b>(18,12,582)</b>
Adjusted for (Increase)/ Decrease:		
-Trade Receivables	99,06,636	1,26,43,561
-Inventories	(7,69,846)	60,32,028
-Other Non Current Asset	1,48,514	-
-Other Current Asset	-	-
-Short Term Loans & Advances	(61,93,910)	(1,50,73,945)
-Other Current Liabilities	(80,506)	(6,96,457)
-Trade Payables	-	(79,659)
-Short Term Provisions	1,34,308	-
<b>Cash Generated From Operations</b>	<b>9,33,609</b>	<b>10,12,946</b>
Direct Tax Paid	-	61,474
<b>Net Cash Flow from/(used in) Operating Activities: (A)</b>	<b>9,33,609</b>	<b>9,51,472</b>
<b>Cash Flow From Investing Activities:</b>		
Sale / (Purchase) of Assets	(72,200)	(77,480)
Loan given	-	(11,71,830)
Interest Income	10,00,499	13,54,874
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>9,28,299</b>	<b>1,05,564</b>
<b>Cash Flow from Financing Activities:</b>		
Proceeds from Short Term Borrowing	(37,55,237)	9,01,244
Interest & Financial Charges	(90,224)	(5,29,586)
<b>Net Cash Flow from/(used in) Financing Activities ( C)</b>	<b>(38,45,461)</b>	<b>3,71,658</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	<b>(19,83,553)</b>	<b>14,28,694</b>
Cash & Cash Equivalents As At Beginning of the Year	<b>20,58,319</b>	<b>6,29,624</b>
<b>Cash &amp; Cash Equivalents As At End of the Year</b>	<b>74,766</b>	<b>20,58,318</b>

*The accompanying notes form an integral part of financial statements.*

As per our report of even date

**FOR R T JAIN & CO LLP**  
**CHARTERED ACCOUNTANTS**  
**(FRN NO. 103961W / W100182)**

SD/-

**CA BANKIM JAIN**  
**PARTNER**  
**M No-139447**

**MUMBAI, JUNE 18, 2020****FOR AND ON BEHALF OF THE BOARD**

SD/-

SD/-

**RUSHABH PANKAJ**  
**DOSHI**

**(DIRECTOR & CFO)**  
**(DIN - 07829435)**

**KIRIT CHIMANLAL**  
**DOSHI**

**(MANAGING**  
**DIRECTOR)**  
**(DIN - 00211972)**

SD/-

**NIKUNJ GATECHA**  
**(COMPANY**  
**SECRETARY)**

## Notes forming part of the Financial Statements

### CORPORATE INFORMATION

**Waaree Technologies Limited (Formerly known as H K Trade International Limited)** was incorporated in the year 2013. Earlier it was a partnership firm known as "M/s H K International". The Company is engaged into trading of alternative energy related products.

### NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

#### **A. Basis of preparation of Financial Statements:**

- i. These financial statements are prepared in accordance with Generally Accepted Accounting Principles in India (GAAP) under historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable.
- ii. The financial statements are prepared under the historical cost convention and on the accounting principles of going concern. The Company follows accrual system of accounting where income & expenditure are recognized on accrual basis.
- iii. Accounting policies not specifically referred to are consistent and in consonance with generally accepted accounting policies.

#### **B. Use of Estimates:**

The preparation of financial statements requires management to make estimates and assumptions that affect amounts in the financial statements and reported notes thereto. Actual results could differ from these estimates. Differences between the actual result and estimates are recognized in periods in which the results are known/ materialised.

#### **C. Fixed Assets:**

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price (net of indirect tax credits availed wherever applicable) and any directly attributable cost of bringing the assets to working condition for its intended use. Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.

#### **D. Depreciation:**

The Company has provided for depreciation on fixed assets using written down value (WDV) over the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on asset acquired / sold during the year is provided on pro-rata basis with reference to the date on which the asset is ready for use or disposed off. Effective from 1<sup>st</sup> April 2014, the company has reassessed the useful lives of the fixed assets in line with useful lives mentioned in Schedule II to the Companies Act, 2013. As per Companies Act, 2013 the company retains 5% of cost as residual value.



#### **E. Valuation of Inventories:**

Cost of inventory includes all cost of purchases and other cost incurred in bringing the inventories to their present location and condition.

Closing Stock is valued as under:-

Traded Goods - – At cost or net realizable value whichever is less.

#### **F. Revenue Recognition:**

Sale of goods is recognized on dispatches to customers, which coincide with the transfer of significant risks and rewards associated with ownership.

#### **G. Earning Per Share**

Basic earning per share is computed by dividing the net profit after tax for the year after prior period adjustments attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

#### **H. Taxation & Deferred Tax**

Provision for Current Tax is made in accordance with the provision of Income Tax Act, 1961. Deferred tax is recognized on timing differences between taxable & accounting income / expenditure that originates in one period and are capable of reversal in one or more subsequent period(s). Deferred tax asset on loss to be carried forward has been recognized as management is of the view that there will be sufficient future taxable income for reversal of the aforesaid deferred tax asset.

#### **I. Contingent Liabilities / Provisions**

- i. Contingent liabilities are not provided in the accounts and are disclosed separately in notes on accounts.
- ii. Provision is made in the accounts in respect of contingent liabilities which is likely to materialize into liabilities after the year end, till the finalization of accounts and which have material effect on the position stated in the Balance Sheet.

# WAAREE TECHNOLOGIES LTD

(FORMERLY KNOWN AS H. K. TRADE INTERNATIONAL LTD)

Note : 2 Share Capital

(Amt in Rs.)

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
<b>Equity Share Capital</b>		
<b>Authorised Share Capital</b> (27,50,000 Equity Shares of Rs. 10/- each)	2,75,00,000	2,75,00,000
	2,75,00,000	2,75,00,000
<b>Issued, Subscribed and Fully Paid Up Share Capital</b> (26,32,000 Equity Share of Rs.10/- Each fully paid up)	2,63,20,000	2,63,20,000
<b>TOTAL</b>	<b>2,63,20,000</b>	<b>2,63,20,000</b>

a) Reconciliation of number of shares outstanding at the end of year

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
Equity shares at the beginning of the year	26,32,000	26,32,000
Add: Shares issued during the year	-	-
Equity Shares at the end of the year	26,32,000	26,32,000

b) Details of shareholders holding more than 5% shares of the aggregate shares in the company

Name of shareholder	As at 31st March 2020		As at 31st March 2019	
	No. of Shares	Percentage	No. of Shares	Percentage
Kirit Chimanlal Doshi	16,56,000	62.92	16,56,000	62.92
Vatsal Manoj Gada	3,04,000	11.55	3,04,000	11.55
Jeel Manoj Gada	2,96,000	11.25	2,96,000	11.25

Note : 3 Reserves and Surplus

(Amt in Rs.)

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
<b>1) Surplus / (Deficit) in the Statement of Profit and Loss</b>		
As Per Last Balance Sheet	29,96,076	37,91,163
Add: Profit for the year	(13,71,795)	(7,95,087)
<b>Closing Balance</b>	<b>16,24,282</b>	<b>29,96,076</b>
<b>2) Securities Premium Account</b>		
As per Last Balance Sheet	1,00,08,482	1,00,08,482
Add: Received during the Year	-	-
<b>Closing Balance</b>	<b>1,00,08,482</b>	<b>1,00,08,482</b>
<b>TOTAL</b>	<b>1,16,32,764</b>	<b>1,30,04,558</b>

# WAAREE TECHNOLOGIES LTD

(FORMERLY KNOWN AS H. K. TRADE INTERNATIONAL LTD)

**Note : 4 Short Term Borrowings**

(Amt. in Rs.)

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Unsecured Loans</b>		
-Loan from Director	-	37,55,237
<b>TOTAL</b>	-	37,55,237

\* The unsecured loan from director is taken at interest rate of 9% p.a without any stipulation for repayment.

**Note: 5 Other Current Liabilities**

Particulars	As at 31st March 2020	As at 31st March 2019
Statutory Dues	7,326	55,461
Creditors for Expenses	59,058	91,428
<b>TOTAL</b>	66,384	1,46,889

**Note : 6 Short-term Provisions**

Particulars	As at 31st March 2020	As at 31st March 2019
Provision for Expenses	1,34,308	-
<b>TOTAL</b>	1,34,308	-

## H. K. TRADE INTERNATIONAL LTD

**NOTE : 7 FIXED ASSETS**

(Amt in Rs.)

Description of Asset	GROSS BLOCK (AT COST)				DEPRECIATION / AMORTISATION				NET BLOCK	
	Up to 01.04.2019	Addition during year	Deduction during year	As on 31.03.2020	Up to 01.04.2019	Provided during year	Deduction/ Adjustment	Up to 31.03.2020	As on	As on
									31.03.2020	31.03.2019
<b><u>I. Tangible Assets</u></b>										
Computer	77,480	72,200	-	1,49,680	134	76,387	-	76,521	73,159	77,346
Machinery	-	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>77,480</b>	<b>72,200</b>	<b>-</b>	<b>1,49,680</b>	<b>134</b>	<b>76,387</b>	<b>-</b>	<b>76,521</b>	<b>73,159</b>	<b>77,346</b>
<b>Previous Year</b>	26,78,462	-	26,78,462	-	11,49,379	2,59,332	14,08,711	-	-	15,29,084

**WAAREE TECHNOLOGIES LTD**  
**(FORMERLY KNOWN AS H. K. TRADE INTERNATIONAL LTD)**

**Note : 8 Deferred Tax Assets**

(Amt. in Rs.)

Particulars	As at 31st March 2020	As at 31st March 2019
Related to Depreciation	1,911	- 3,994
Related to Carry forward of loss	2,57,809	2,57,809
<b>TOTAL</b>	<b>2,59,720</b>	<b>2,53,815</b>

**Note : 9 Other Non Current Assets**

Particulars	As at 31st March 2020	As at 31st March 2019
Deposits with Authorities	5,000	1,53,514
<b>TOTAL</b>	<b>5,000</b>	<b>1,53,514</b>

**Note : 10 Inventories**

Particulars	As at 31st March 2020	As at 31st March 2019
Finished Goods	7,69,846	-
<b>TOTAL</b>	<b>7,69,846</b>	<b>-</b>

**Note : 11 Trade Receivables**

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Unsecured, Considered Good</b>		
-Outstanding for period of more than six months	-	99,06,636
<b>TOTAL</b>	<b>-</b>	<b>99,06,636</b>

**Note : 12 Cash & Cash Equivalents**

Particulars	As at 31st March 2020	As at 31st March 2019
Cash in hand	9,820	25,537
Balance with Banks	64,946	20,32,781
<b>TOTAL</b>	<b>74,766</b>	<b>20,58,319</b>

**Note :13 Short Terms Loans and Advances**

Particulars	As at 31st March 2020	As at 31st March 2019
<b>Unsecured, Considered Good</b>		
-Advance Tax & TDS	2,33,561	2,31,614
-Loans & Advances to Others	1,11,37,818	1,55,44,166
-Advance to Supplier	2,46,11,189	1,42,98,720
-Balance with Revenue Authorities	9,88,397	7,02,555
<b>TOTAL</b>	<b>3,69,70,965</b>	<b>3,07,77,055</b>

# WAAREE TECHNOLOGIES LTD

(FORMERLY KNOWN AS H. K. TRADE INTERNATIONAL LTD)

## Note : 14 Revenue from Operations

(Amt. in Rs.)

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
Sale of Goods	-	1,47,22,377
Less : Sales return	- 76,21,185	-
<b>TOTAL</b>	<b>- 76,21,185</b>	<b>1,47,22,377</b>

## Note : 15 Other Income

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
Discount Received	331	3,460
Interest on Income Tax Refund	6,330	-
Interest on Loan	9,94,169	13,54,874
Profit on sale of asset	-	1,217
Miscellaneous Income	-	6,000
<b>TOTAL</b>	<b>10,00,830</b>	<b>13,65,551</b>

## Note : 16 Cost of Materials Consumed

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
<b>Opening Stock of Raw Material</b>	-	60,32,028
<b>Add: Purchases</b>		
-Raw Material	-	85,70,810
-Packing Material	-	18,880
	-	<b>1,46,21,718</b>
<b>Purchase of Stock in trade</b>		
-Purchase	-	-
- Less : Purchase Return	- 67,68,464	-
-Other cost	2,754	-
	<b>- 67,65,710</b>	<b>-</b>
<b>TOTAL</b>	<b>- 67,65,710</b>	<b>1,46,21,718</b>

**Note : 17 Change in Inventories**

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
Opening Stock of WIP & Finished Goods		-
Less: Closing Stock of WIP & Finished Goods	<b>7,69,846</b>	-
<b>TOTAL</b>	- 7,69,846	-

**Note : 18 Employment Benefit Expenses**

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
Salaries, Wages and Bonus	5,27,797	13,64,000
Directors Remuneration	3,60,000	-
<b>TOTAL</b>	<b>8,87,797</b>	<b>13,64,000</b>

**Note : 19 Finance Cost**

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
Bank Charges	10,148	5,263
Interest on Profession Tax	59	-
Interest on TDS	597	718
Interest on Unsecured Loan	79,420	5,23,605
<b>TOTAL</b>	<b>90,224</b>	<b>5,29,586</b>

**Note : 20 Depreciation and Amortization Cost**

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
Depreciation	76,387	1,351
<b>TOTAL</b>	<b>76,387</b>	<b>1,351</b>

**Note : 21 Other Expenses**

Particulars	for the year ended 31st March, 2020	for the year ended 31st March, 2019
Audit Fees	1,35,000	-
Advertisement Expenses	10,528	59,608
Courier Expense	283	-
Conveyance Expenses	2,12,457	85,394
Director Sitting Fees	1,39,000	-
Rent	-	45,720
Legal & Professional Fees	5,96,594	2,65,865
Listing Fees	34,000	-
Miscellaneous Expenses	15,308	1,928
Printing & Stationery	5,400	7,184
Rates & Taxes	68,083	83,000
Computer Expenses	5,600	-
Telephone Expenses	2,407	-
Website Expenses	13,832	10,000
<b>TOTAL</b>	<b>12,38,493</b>	<b>5,58,700</b>

<b>Payment to Auditors</b>		
-As Auditor	1,35,000	
-As Advisor		
-Any other Manner		

**Note : 22 Earnings Per Share**

Particulars	for the year ended 31st March, 2020	2017-18
Profit for the period attributable to Equity Shareholder	(13,71,795)	(7,95,087)
No of weighted average equity shares outstanding during the year	26,32,000	26,32,000
Nominal Value of Equity Share	10	10
Basic and Diluted Earning Per Share	(0.52)	(0.30)



**NOTE 23 - DETAILS OF RELATED PARTY TRANSACTION**

Description of Relationship	Name of Related party
Key Management Personnel (KMP)	Kirit Doshi
Key Management Personnel (KMP)	Rushabh Doshi
Key Management Personnel (KMP)	Mahesh Mehta (Resigned w.e.f. 24.10.2018)
Key Management Personnel (KMP)	Hiren Desai (Resigned w.e.f. 11.04.2019)
Key Management Personnel (KMP)	Nikunj Haresh Gatecha
Associate Concerns	Knowell Corporation
Associate Concerns	MNM Composites Pvt. Ltd

**Key Management Personnel**

Name of the Related Party	Type of Related Party/ Nature of Transaction	for the year ended 31st March, 2020	for the year ended 31st March, 2019
Rushabh Pankaj Doshi	Director Remuneration	3,60,000	1,24,000
	Reimbursement of Expense	2,22,755	-
Mahesh Mehta	Interest paid		5,23,605
	Loan taken		1,24,00,000
	Loan repaid		1,19,70,000
Hiren Desai	Reimbursement of Expense	85,394	85,394
	Director Remuneration	1,10,000	12,40,000
Nikunj Haresh Gatecha	Salary	2,23,333	-

**Transaction with Associate Concern**

Name of the Related Party	Type of Related Party/ Nature of Transaction	for the year ended 31st March, 2020	for the year ended 31st March, 2019
Knowell Corporation	Sales	-	60,40,179
MNM Composite Private Limited	Purchase	-	18,880

**Balance outstanding of related parties**

Name of the Party	Receivable / (Payable)	As at March 31, 2020	As at March 31, 2019
Rushabh Doshi	Receivable/(Payable)	(29,700)	100
Mahesh Mehta	(Payable)	-	(37,55,237)
Hiren Desai	Receivable	-	100
Nikunj Haresh Gatecha	(Payable)	(19,700)	-

**NOTE: 23 Segment Reporting**

The Company is in the business of manufacturing and processing of all kinds of self-adhesive and adhesive tapes as well as into business of alternative energy sources as permitted by the main object of Memorandum of Association of the Company.

Reportable Segment	Products
Tapes	Manufacturing and trading of adhesive tapes
Solar Cells	Trading into solar panels and solar modules

(Amount in Rs.)

Sr. No	Particulars	Year Ended	Year Ended
		2019-20 Audited	2018-19 Audited
1	<b>Segment Revenue</b>		
	-Tapes	NIL	62,64,304
	-Solar Module	(76,21,185)	77,23,073
	<b>Total</b>	<b>(76,21,185)</b>	<b>1,39,87,377</b>
2	<b>Segment Results</b>		
	-Tapes	NIL	(84,104)
	-Solar Module	(8,55,475)	1,84,763
	Indirect Income	10,00,829	13,65,551
	Unallocated Corporate Expense	(22,86,995)	(24,53,637)
	<b>Profit / (Loss) before tax</b>	<b>(13,71,795)</b>	<b>(9,87,427)</b>
3	<b>Capital Employed (Segment Assets - Segment Liabilities)</b>		
	-Tapes	NIL	17,97,410
	-Solar Module	NIL	1,34,38,945
	Unallocated Corporate assets	3,81,53,456	1,51,19,203
	<b>Total</b>	<b>3,81,53,456</b>	<b>3,93,24,558</b>

**NOTE :24 Particulars of dues to Micro, Small and Medium Enterprises under Micro, Small and Medium Enterprises Development Act, 2006**

Micro, Small and Medium Enterprises as defined under MSMED Act, 2006 have not been identified by the Company. Thus in the absence of relevant information we are unable to state the total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period.

**NOTE : 25 Contingent Liability**

Contingent Liabilities and commitments (to the extent not provided for) – Nil

**NOTE : 26**

Figures of previous year have been regrouped / reclassified wherever necessary to confirm to the current year's presentation.

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As per our report of even date attached  
For R T JAIN & CO LLP  
CHARTERED ACCOUNTANTS  
(FR No – 103961W/W100182)

SD/-

CA BANKIM JAIN  
PARTNER  
M. No 139447

Mumbai,

For and on behalf of the Board

SD/-

SD/-

Kirit Chimanlal Doshi  
(Director)  
(DIN – 00211972)

Rushabh Pankaj Doshi  
(Director & CFO)  
(DIN – 07829435)

SD/-

Nikunj Gatecha  
(Company Secretary)