



H.K. Trade International Limited

Date: September 08, 2016

To,
General Manager (DCS)
BSE Limited
P.J. Towers
Dalal Street
Fort
Mumbai-400001

Subject: - Submission of Notice of Annual General Meeting

Scrip Code: 539337, **Symbol :** HKT

Dear Sir,

Pursuant to Regulation 30 of Listing Regulations, we are enclosing herewith the Notice of 3rd Annual General Meeting setting out the business to be transacted at the meeting of the members of the company scheduled on Friday, September 30, 2016 at 3.30 p.m. the registered office of the Company at Room No 9, 2nd Floor, Bharat House, 104 Mumbai Samachar Marg, Fort, Mumbai – 400 001.

We also wish to inform you that pursuant to 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 and Disclosure Requirements) Regulations, 2015 and Secretarial Standards SS-2, the company is providing the remote e-voting facility to all its members holding shares in physical and dematerialized form as on the cut of date i.e. September 23, 2016 to enable them to exercise their right to vote by electronic means.

E-voting Dates: The remote e-voting shall commence on Monday, September 26, 2016 (9:00 am) (IST) and ends on Thursday, September 29, 2016 (5:00 pm) (IST). Remote e-voting shall not be allowed beyond the said date and time.

Book Closure Dated:- Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from September 23, 2016 to September 30, 2016 (both days inclusive) for the purpose of AGM of the Company to be held on September 30, 2016.

For H. K. Trade International Limited

Mahesh Mehta
Managing Director
Place: Mumbai



Room No. 9, 2nd Floor, Bharat House, 104, Mumbai Samachar Marg, Fort, Mumbai - 400 001.

Contact: 022-22676700, Website: www.hktrade.in, E-mail: info@hktrade.in

CIN: U25203MH2013PLC244911

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

BANKERS

HDFC Bank
Yes Bank

STATUTORY AUDITORS

M/S. Nirmal Nahata & Associates

SECRETARIAL AUDITORS

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

REGISTRAR AND TRANSFER AGENTS

Sharex Dynamic (India) Private Limited

Luthra Ind Premises,

Unit-1, Safeed Pool,

Andheri Kurla Road, Andheri East,

Mumbai - 400 072

Contact No: 022 - 28515606, 28515644

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

REGISTERED OFFICE

Office No: 9, 2nd Floor, Bharat House

104 Mumbai Samachar Marg, Fort

Mumbai – 400001.

Tel No - 022-22676700

E-mail id - info@hktrade.in, **Website** – www.hktrade.in

CIN No: - U25203MH2013PLC244911

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 3rd Annual General Meeting of the Members of **H. K. TRADE INTERNATIONAL LIMITED** will be held at the registered office of the Company at Room No 9, 2nd Floor, Bharat House, 104 Mumbai Samachar Marg, Fort, Mumbai – 400 001 on September 30, 2016 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2016 including audited Balance Sheet as at March 31, 2016 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 Ms, Megha Chandawalla (Holding DIN 07118714), who retires by rotation and being eligible offered herself for re-appointment.
3. To appoint M/s. R T Jain & Co., Chartered Accounts as Statutory Auditors of the Company and to fix their remuneration;

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules made there under (including any statutory modification(s) for the time being in force), M/s R T Jain & Co., (ICAI Registration No. 103961W) be and is hereby appointed as Statutory Auditors of the Company in place of M/s. Nirmal Nahata & Associates, Chartered Accountants, who had expressed their unwillingness to continue as Statutory Auditors’ of the Company, to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 8th Annual General Meeting of the Company to be held in the year 2021, subject to ratification in every subsequent year at the Annual General Meeting, on such terms and conditions (including remuneration and reimbursement of out-of pocket expenses) as may be determined by the Board of Directors of the Company from time to time.”

SPECIAL BUSINESS:

4. Re - Appointment of Mr. Mahesh Mehta (DIN : 00191524) as Managing Director and fix his remuneration in this regard

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 and other applicable provisions of the Act read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, other applicable rules and

regulations, if any, to the extent notified for the time being in force including any statutory modification or re-enactments made thereof from time to time and Articles of Association of the Company and subject to the approval of the Central Government or such other competent authority, if required, approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Mahesh Mehta as Managing Director and Key Managerial Personnel of the Company and fixing his remuneration for a further period of Five (5) years (not liable to retire by rotation) with effect from September 03, 2016 upon such terms and conditions as set out in the agreement as entered between the Company and Mr. Mahesh Mehta (DIN : 00191524) as detailed in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors (the “Board”) and Mr. Mahesh Mehta.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors

Date: September 03, 2016

Mehta

Place: Mumbai

Director

Regd. Office: 9th, 2nd Floor, Bharat House
104 Mumbai Samachar Marg, Fort
Mumbai – 400001

Mahesh

Managing

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from September 23, 2016 to September 30, 2016 (both days inclusive) for the purpose of the Annual General Meeting.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board of Directors resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. Details under as required under of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
5. Electronic copy of the Notice of the 3rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 3rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
6. Notice of 3rd Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.hktrade.in from their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investors email id: info@hktrade.in.
7. Mrs. Monika Kothari (M. S. Kothari & Associates) Practising Chartered Accountant (Membership No. 137777) and has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
8. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 3rd Annual General Meeting (AGM) by

electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

9. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against , if any, forthwith to the Chairman of the Company.
10. The Results declared along with the Scrutinizer's report shall be placed on the company's website www.hktrade.in immediately after the declaration of result by Chairman of the Company and the same will be communicated to the BSE Limited.
11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

12. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 26, 2016 (9:00 am) and ends on September 29, 2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2016, 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) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on Shareholders.
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ol style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

(x) After entering these details appropriately, click on “SUBMIT” tab.

(xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xiii) Click on the EVSN for “H. K. Trade International Limited” on which you choose to vote.

(xiv) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xvi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xix) 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.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors

Date: September 03, 2016

Mehta

Place: Mumbai

Director

Regd. Office: 9th, 2nd Floor, Bharat House

104 Mumbai Samachar Marg, Fort

Mumbai – 400001

Mahesh

Managing

Item No 4 :

Mr. Mahesh Mehta (DIN: 00191524), who has been appointed as the Managing Director of the Company and whose term has been expired, being proposed for re-appointment for a further period of 5 years as approved and recommended by the Board of Directors in consultation with Nomination and Remuneration Committee of the Board in compliance with Section 196, 197 and 203 of the Companies Act, 2013 and as per provisions of the Listing agreement.

The Board at its meeting held on September 03, 2016, has, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and the Central Government (if required), re-appointed Mr. Mahesh Mehta (DIN : 00191524) as the Managing Director of the Company, for a period of Five (5) years commencing from September 03, 2016. As per the requirement of section 196 and 197 of the Companies Act, 2013 read with Schedule V and the Companies (Appointment of Key Managerial Personnel) Rules, 2014, the above appointment shall be approved by the shareholders in their meeting.

A copy of the Agreement entered between Mr. Mahesh Mehta (DIN : 00191524) and the Company shall be kept open for inspection by the members of the Company at the Registered office of the Company during working hours from 10.a.m to 6.30.p.m. on Weekdays prior to the date of the Meeting and during the Meeting.

None of the Directors/ Key Managerial Personnel's of the Company/their relatives except Mr. Mahesh Mehta are in anyway, concerned or interested, financially or otherwise in the said appointment except to the extent of their shareholding in the Company.

Your Directors therefore recommends the said resolution and your approval is sought by passing of an Special resolution.

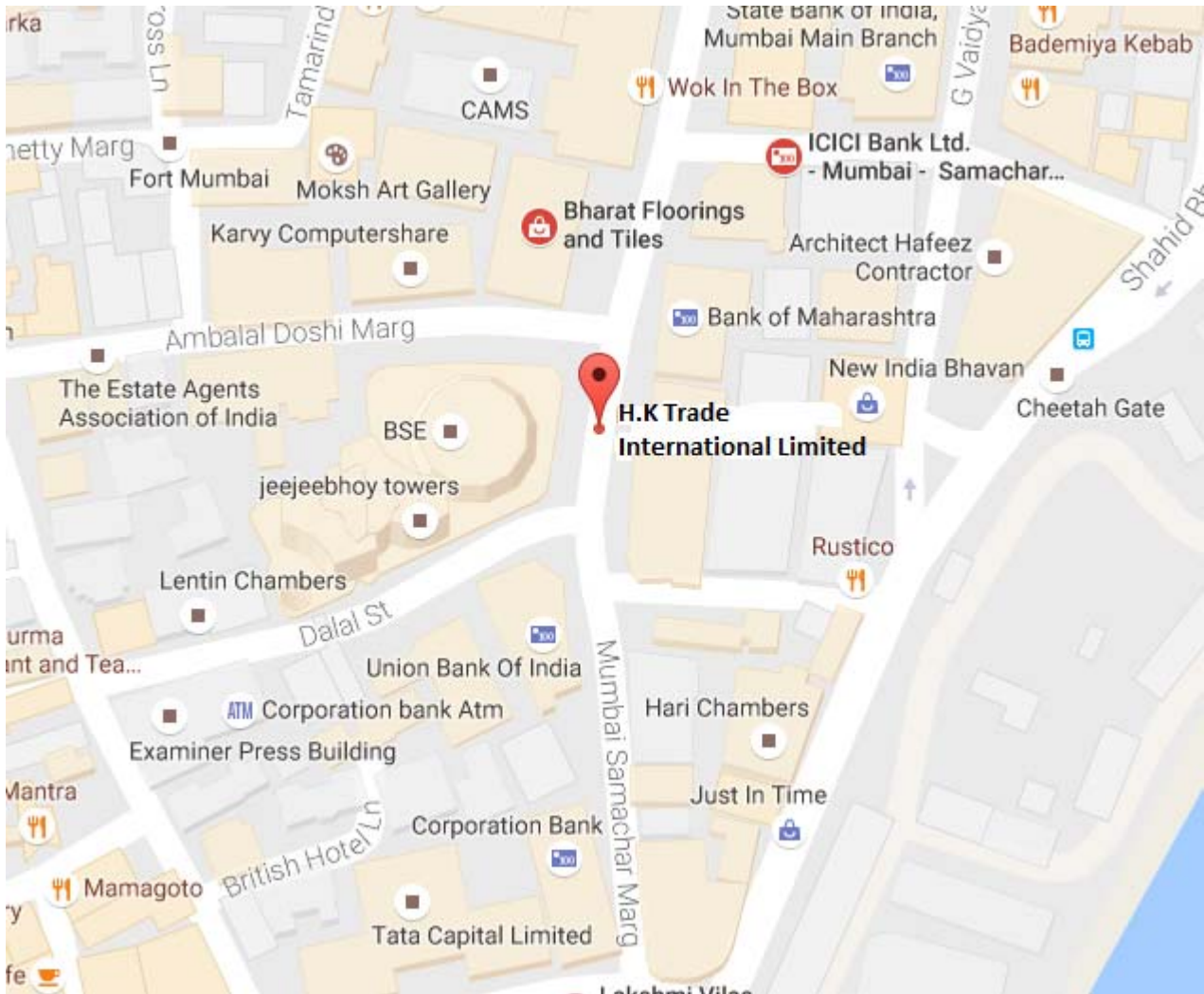
The principle terms and conditions of the appointed as entered into agreement between the Company and Mr. Mahesh Mehta are as follows:

1. Term of Appointment : 5 Years
2. Period : 3rd September, 2016 – 2nd September 2021
3. Remuneration :

Sr. no	Description	Particulars
1	a. Annual Salary	Rs. 6,00,000/-
	b. Annual Bonus	Nil
2	Deduction of Tax at Source	Remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.

4	Benefits/facilities: <ul style="list-style-type: none"> I. Housing: II. Car and Driver: III. Gas, Electricity & Water charges for the house: IV. Telephone: V. Club Membership: VI. Security and Gardener Maintenance at the house: VII. Satellite TV: VIII. Medical Reimbursement: IX. Gratuity: 	NIL
5	End of Contract	The contract of employment may be terminated by either party upon notice of 12 months, to expire at the end of a calendar quarter

ROUTE MAP TO THE AGM VENUE



Address:

H.K. Trade International Ltd

Room No 9, 2nd Floor, Bharat House,

104 Mumbai Samachar Marg,

Fort, Mumbai-400 023

[Tel:+91-22-22676700](tel:+91-22-22676700)

H. K. TRADE INTERNATIONAL LIMITED

Registered office: Office No. 9, 2nd Floor, Bharat House, 104, Mumbai Samachar Marg, Fort, Mumbai – 400 001, Maharashtra, India

Email : info@hktrade.in **Website:** www.hktrade.in

ATTENDANCE SLIP

(Please fill the attendance slip and hand it over at the entrance of the meeting hall)

Regd. Folio No.**.....

DP ID.....

No. of Shares held

Client ID

Name(s) and address of the shareholder in full

.....
.....

I/we hereby record my/our presence at the 3rd Annual General meeting of the Company held on Friday September 30, 2016 at 11.00 a.m. at Office No. 9, 2nd Floor, Bharat House, 104, Mumbai Samachar Marg, Fort, Mumbai – 400 001, Maharashtra, India.

Signature of Shareholder /Proxy

**Applicable for investor holding shares in physical form

Proxy form

Form No. MGT-11

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

CIN: U25203MH2013PLC244911

Name of the company: H. K. TRADE I NTERNATIONL LIMITED

Registered office: Office No. 9, 2nd Floor, Bharat House, 104, Mumbai Samachar Marg, Fort, Mumbai – 400 001, Maharashtra, India.

Name of the Shareholder (s)
Registered Address
Email Id
Folio No./ Client Id
DP Id

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

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Annual General Meeting of the members of the company, to be held on the September 30, 2016 at 3.30 pm at the registered office of the Company at Office No. 9, 2nd Floor, Bharat House, 104, Mumbai Samachar Marg, Fort, Mumbai – 400 001, and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2016 including audited Balance Sheet as at March 31, 2016 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 Ms, Megha Chandawalla (Holding DIN 07118714), who retires by rotation and being eligible offered herself for re-appointment.
3. To appoint M/s. R T Jain & Co., Chartered Accounts as Statutory Auditors of the Company and to fix their remuneration;
4. Re - Appointment of Mr. Mahesh Mehta (DIN : 00191524) as Managing Director and fix his remuneration in this regard

Signed this..... day of..... 2016

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting