



## **H.K. Trade International Limited**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 9, 2ND FLOOR, BHARAT HOUSE, PLOT NO. 104, BOMBAY SAMACHAR MARG, NEAR BOMBAY STOCK EXCHANGE, FORT MUMBAI 400001 ON 24<sup>TH</sup> OCTOBER, 2018**

### **ITEM NO-1 APPOINTMENT OF MR. KIRIT CHIMANLAL DOSHI AS ADDITIONAL DIRECTOR IN NON-EXECUTIVE CATEGORY**

"RESOLVED THAT pursuant to section 161 and all other applicable provisions if any, of Companies Act 2013 Mr. Kirit Chimanlal Doshi be and is hereby appointed as an Additional Director of the company and shall be appointed as the chairman of the company with effect from 24<sup>th</sup> October, 2018 to hold the office till the conclusion of ensuing general meeting of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all necessary acts, things and deeds to give effect to the above resolution within prescribed time;

RESOLVED FURTHER THAT certified true copies of the aforesaid resolutions under the signature of any one Director or the Company Secretary be forwarded to such persons or authorities as may be required from time to time."

### **ITEM NO-2 APPOINTMENT OF MR. HIRENKUMAR DESAI AS ADDITIONAL DIRECTOR IN EXECUTIVE CATEGORY & CHIEF EXECUTIVE OFFICER OF THE COMPANY**

"RESOLVED THAT pursuant to section 161 and all other applicable provisions if any, of Companies Act 2013 Mr. Hirenkumar Desai be and is hereby appointed as an Additional Director of the company in Executive category and shall be appointed as the Chief Executive Officer of the company with effect from 24<sup>th</sup> October, 2018 to hold the office till the conclusion of ensuing general meeting of the Company;

RESOLVED FURTHER THAT Mr. Hirenkumar Desai be further reclassified as the Chief Executive Officer of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution;

RESOLVED FURTHER THAT certified true copies of the aforesaid resolutions under the signature of any one Director or the Company Secretary be forwarded to such persons or authorities as may be required from time to time."



**ITEM NO-3 RESIGNATION OF MR. RUSHABH PANKAJ DOSHI AS  
ADDITIONAL DIRECTOR IN EXECUTIVE CATEGORY & CHIEF FINANCIAL  
OFFICER OF THE COMPANY**

"RESOLVED THAT pursuant to section 161 and all other applicable provisions if any, of Companies Act 2013, Mr. Rushabh Pankaj Doshi be and is hereby appointed as an Additional Director of the company in Executive Category with effect from 24<sup>th</sup> October, 2018 to hold the office till the conclusion of ensuing general meeting of the Company;

RESOLVED FURTHER THAT Mr. Rushabh Pankaj Doshi be further reclassified as the Chief Financial Officer of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all necessary acts, things and deeds to give effect to the above resolution within prescribed time;

RESOLVED FURTHER THAT certified true copies of the aforesaid resolutions under the signature of any one Director or the Company Secretary be forwarded to such persons or authorities as may be required from time to time."

**ITEM NO-4 RESIGNATION OF MR. MAHESH MEHTA FROM THE POST OF  
CHAIRMAN AND MANAGING DIRECTOR**

"RESOLVED THAT resignation of Mr. Mahesh Mehta from the Managing Directorship and Chairmanship of the Company be and is hereby noted and accepted with immediate effect;

RESOLVED FURTHER THAT the Board places on record its appreciation for assistance and guidance provided by Mr. Mahesh Mehta during his tenure as Managing Director and Chairman of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised to do all necessary act, deeds and things which are necessary to give effect to the above resolution within prescribed time;

**ITEM NO-5 APPROVAL OF THE CHANGE IN NAME OF THE COMPANY**

RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions of the Companies Act, 2013 if any and the rules framed there under, and subject to the approval of the Registrar of Companies, and the approval of the members, the consent of the board be and is hereby accorded to change the name of the company from H.K. Trade International Ltd to Waaree Technologies Limited or any other name as may be approved by the Registrar.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Director of the Company be and is hereby authorized, on behalf of the Company, to make an application to the MCA for ascertaining availability of proposed name and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the aforesaid resolution;





## **H.K. Trade International Limited**

RESOLVED FURTHER THAT certified true copies of the aforesaid resolutions under the signature of any one Director or the Company Secretary be forwarded to such persons or authorities as may be required from time to time.”

### **ITEM NO-6 CHANGE AUTHORITY IN OPERATION OF BANK ACCOUNT**

“RESOLVED THAT the Board of Directors in its meeting in respect of the Current Bank Account bearing no. 50200008800561 maintained with HDFC Bank Limited, Fort Branch in the name & style of “ H K Trade International Limited”, authorises Mr. Rushabh Pankaj Doshi , Mr. Hirenkumar Desai and Mr. Kirit Chimanlal Doshi jointly or severally to be the new authorised signatory with immediate effect and the bank is hereby authorised to honour Cheques drawn, accepted or made in the name and on behalf of the company.

RESOLVED FURTHER THAT the existing signatories ceases to operate the bank account as mentioned above.

RESOLVED FURTHER THAT certified true copies of the aforesaid resolutions under the signature of any one Director or the Company Secretary be forwarded to such persons or authorities as may be required from time to time.”

### **ITEM NO-7 CHANGE IN REGISTERED OFFICE OF THE COMPANY WITHIN THE LOCAL LIMITS**

“RESOLVED that the Registered Office of the Company be shifted from 9, 2nd Floor, Bharat House, Plot No. 104, Bombay Samachar Marg, Near Bombay Stock Exchange, Fort Mumbai 400001 to 602, Western Edge I, Western Express Highway, Borivali East, Mumbai 400066.”

“RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorised to intimate said change in the situation of the Registered Office of the Company to the Registrar of Companies, Maharashtra, Mumbai in accordance with Section 12 of the Companies Act, 2013;

RESOLVED FURTHER THAT certified true copies of the aforesaid resolutions under the signature of any one Director or the Company Secretary be forwarded to such persons or authorities as may be required from time to time.”

### **ITEM NO-8 ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 and the rules framed thereunder, the approval of the Board be and is hereby provided for amending the Main Object Clause of the Memorandum of Association of the Company by inserting Clause no. 1 (d) after the existing Clause no. 1 (c) as follows:

#### **Clause 1 (d)**

To Develop, Manufacture and Trade in various products & services by using Artificial Intelligence{AI}, Internet of Things {IoT}, Edge Computing for Public Service, Industrial & Personal use such like Process Control, Automation & Security.



## **H.K. Trade International Limited**

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution:

**RESOLVED FURTHER THAT** certified true copies of the aforesaid resolutions under the signature of any one Director or the Company Secretary be forwarded to such persons or authorities as may be required from time to time.”

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said Special Resolution, except to the extent of their equity holdings in the Company.

### **ITEM NO-9 CONVENING OF EXTRA ORDINARY GENERAL MEETING OF THE COMPANY:**

The Chairman informed the Board that an Extra Ordinary General Meeting of the Members of the Company need to be convened for getting their approval of the above agenda items from 1, 2, 3, 5 and 8. He placed before the Board a draft notice convening the Extra Ordinary General Meeting of the Members of the Company. He also suggested that the Meeting be held at the registered office of the Company at 9, 2nd Floor, Bharat House, Plot No. 104, Bombay Samachar Marg, Near Bombay Stock Exchange, Fort Mumbai 400001 on November 27, 2018 at 11.00 a.m. The Board Discussed the matter and thereafter it was:

“**RESOLVED THAT** an Extra Ordinary General Meeting of the Company be convened at the Registered office of the Company at 9, 2nd Floor, Bharat House, Plot No. 104, Bombay Samachar Marg, Near Bombay Stock Exch, Fort Mumbai 400001 at November 27, 2018 at 11.00 a.m. and that Director be and is hereby authorized to issue the notice of the Extra General Meeting, as per the draft placed before and approved by this meeting, to the members of the company.”

Certified to be true  
For H.K. Trade International Ltd

*Megha P Chandawalla*

Megha Chandawalla  
Director  
DIN: 07118714

Date: October 24, 2018  
Place: Mumbai