

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the an Extra Ordinary General Meeting of the Members of **Waaree Technologies Limited (Formerly known as H K Trade International Limited)** will be held on Thursday, February 06, 2020 at 12:00 noon at 602, Western Edge I, Western Express Highway, Borivali, East, Mumbai, Maharashtra, 400066 to transact the following business;

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution;

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), consent of the Shareholders of the Company be and is hereby accorded to the Company, for entering into following related party transaction(s) as stated against respective nature of transactions and detailed below:

Name of the related party	The nature of transactions as per section 188 of the Companies Act, 2013	Name of Director or key Managerial Personnel who is related, if any	Nature of Relationship	Material terms and particulars of the contract or arrangement	Monetary value (Rs. in Crore)	Any other information relevant or important for members to take decision on the proposed resolution
Sangam Renewables Limited	Sale / Purchase/ Work contract	Mr. Kirit Chimanlal Doshi and Mr. Rushabh Pankaj Doshi	Being relative of Directors of the Company are Director in the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	50	None
Waaree Energies Limited (Waaree)	Sale / Purchase/ Work contract	Mr. Rajender Mohan Malla, Mr. Kirit Chimanlal Doshi and Mr. Rushabh Pankaj Doshi	Being Mr. Rajender Mohan Malla and relative of Directors of the Company are Director in the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into form time to time in the ordinary course of business and on an arms' length basis	50	None

Waaree Renewables Private Limited	Sale / Purchase/ Work contract	Mr. Kirit Chimanlal Doshi and Mr. Rushabh Pankaj Doshi	Being relative of Directors of the Company are Director in the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	50	None
Waa Mall LLP	Sale / Purchase/ Work contract	Mr. Kirit Chimanlal Doshi and Mr. Rushabh Pankaj Doshi	Being relative of Directors of the Company are Director in the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	50	None

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which term shall be deemed to include its "Committee of Directors"), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

2. *To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:*

"RESOLVED THAT pursuant to the provisions of Sections 185 of the Companies Act, 2013 ("Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and the rules and regulations made thereunder and as per the regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the enabling provisions of the Memorandum and Articles of Association of the Company, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt to (i) Sangam Renewables Limited (ii) Waaree Energies Limited (iii) Waaree Renewables Private Limited and (iv) Waa Mall LLP, being an entity under the category of 'a person in whom any of the Director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section) of an aggregate outstanding amount not exceeding Rs. 10 crores put together at any point of time;

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

**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: January 07, 2020

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.
3. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
4. 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 authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. This notice is being sent to all the Members, whose names appear in the Register of Members/ Records of Depositories as on the close of working hours January 10, 2020.
6. The Notice of the Extra Ordinary General Meeting is sent electronically to all the shareholders who have registered their email addresses with the Company / Depositories and to the other shareholders by Speed Post / Registered Post / Courier.
7. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer Remote e-voting facility which will enable the Members to cast their votes electronically on all the resolutions set out in the Notice. The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Sharex Dynamic (India) Pvt. on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
8. The Board of Directors has appointed R M Mimani & Associates LLP, Company Secretaries Firm Registration No I2001MH250300 as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
9. E-voting Facility: (i) the e-voting period commences on February 03, 2020 (10.00 a.m.) and ends on February 05, 2020 (5.00 p.m.). The Remote e-voting module shall be disabled for voting thereafter. (ii) The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer Remote e-voting facility to all its members to enable them to cast their vote electronically.
10. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date i.e. January 31, 2020. The Scrutinizer, after scrutinizing the votes cast at the Extra Ordinary General Meeting, and through remote e-voting will, not later than 48 hours of the conclusion of the Extra Ordinary General Meeting, make a consolidated report and submit the same to the Chairman/Managing Director. The results along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of Sharex Dynamic (India) Pvt. Ltd within 48 hour from the conclusion of the Extra Ordinary General Meeting. The results shall simultaneously be communicated to the Stock Exchange.
11. Members desiring to exercise their vote by using e-voting facility should carefully follow the instructions given below;
 - (i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> 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.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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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"> 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.
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. <p>a) If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant < Waaree Technologies Limited (Formerly known as H K Trade International Limited)> 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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively.**

Please follow the instructions as prompted by the mobile app while voting on your mobile.

(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.

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 or call 1800225533.

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 or call 1800225533.

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. 1 to 2 of the accompanying Notice of the Extra Ordinary General Meeting.

Item no. 1:

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) provides for obtaining approval of the Shareholders for entering into related party transactions as provided therein. Further, in terms of the provisions of Section 188(1) of the Companies Act, 2013 read with Rules framed thereunder, for entering into related party transactions where the transaction value exceed the thresholds prescribed, prior approval of the Shareholders by way of an ordinary resolution is required. Accordingly, in terms of the provisions of the SEBI Regulations and the Companies Act, 2013, approval of the Shareholders of the Company is being sought by way of an ordinary resolution set out at Item No. 1 of this Notice. Pursuant to the requirements prescribed under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the details in relation to the transactions with related parties, is as under:

Name of the related party	The nature of transactions as per section 188 of the Companies Act, 2013	Name of Director or key Managerial Personnel who is related, if any	Nature of Relationship	Material terms and particulars of the contract or arrangement	Monetary value (Rs. in Crore)	Any other information relevant or important for members to take decision on the proposed resolution
Sangam Renewables Limited	Sale / Purchase/ Work Contracts	Mr. Kirit Chimanlal Doshi and Mr. Rushabh Pankaj Doshi	Being relative of Directors of the Company are Director in the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms’ length basis	50	None
Waaree Energies Limited (Waaree)	Sale / Purchase/ Work Contracts	Mr. Rajender Mohan Malla, Mr. Kirit Chimanlal Doshi and Mr. Rushabh Pankaj Doshi	Being Mr. Rajender Mohan Malla and relative of Directors of the Company are Director in the Company.	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms’ length basis	50	None

Waaree Renewables Private Limited	Sale / Purchase/ Work Contracts	Mr. Kirit Chimanlal Doshi and Mr. Rushabh Pankaj Doshi	Being relative of Directors of the Company are Director in the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	50	None
Waa Mall LLP	Sale / Purchase/ Work Contracts	Mr. Kirit Chimanlal Doshi and Mr. Rushabh Pankaj Doshi	Being relative of Directors of the Company are Director in the Company	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	50	None

No Shareholder of the Company being a related party or having any interest in the ordinary resolution as set out at Item No. 1 of the Notice shall be entitled to vote on this ordinary resolution.

Your Directors recommend the ordinary resolution proposed at Item No. 1 of this Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Rajender Mohan Malla, Mr. Kirit Doshi, and Mr. Rushabh Doshi, Directors are in any way concerned or interested in the aforesaid ordinary resolution set out at Item No. 1 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said resolution.

Item No. 2

As part of requirement under various contracts of the Company and also to achieve long term strategic and business objectives, Company has to grant loans or advances to a Company or a firm in which Directors are interested, from time to time, in compliance with the applicable provisions of the Act. These Companies/firms are 'Related Party' in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI LODR . Further, the proposed grant of loan/advances may qualify as a 'Material Related Party Transaction' in terms of the provisions of Regulation 23(1) of SEBI LODR.

In terms of Section 185 of the Act (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), and Regulation 23 of SEBI LODR , 2018, the proposed grant of loan/advances requires the approval of the members of the Company by way of a Special Resolution.

The Board of Directors recommends the resolution at item no. 2 as special resolution for the approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Kirit Doshi, and Mr. Rushabh Doshi, Directors are in any way concerned or interested in the aforesaid special resolution set out at Item No. 2 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said 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**

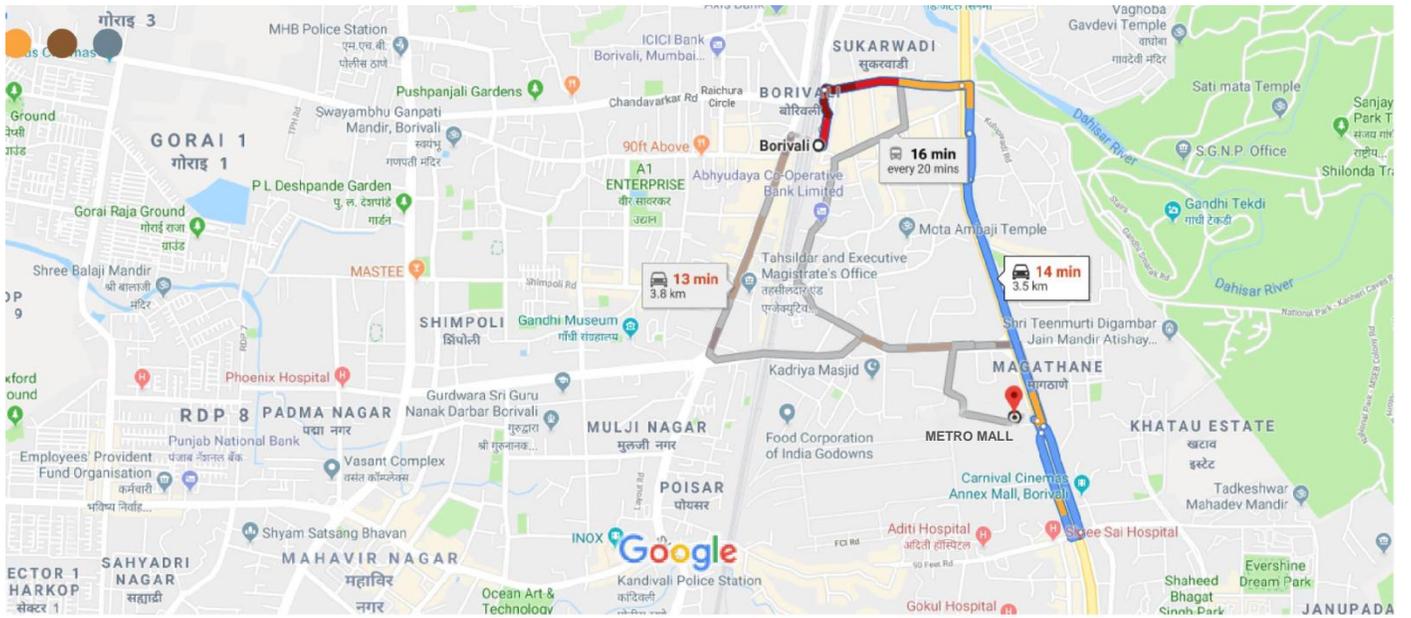
Place: Mumbai

Dated: January 07, 2020

Registered Office:

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

ROUTE MAP TO THE EGM VENUE



Map data ©2019 500 m



14 min

3.5 km



13 min

3.8 km



WAAREE TECHNOLOGIES LIMITED

(Formerly known as H K Trade International Limited)

CIN: L74110MH2013PLC244911

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

Email : info@hktrade.in **Website:** www.hktrade.in **Tel No.:** 91-22-66444444

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 Extra Ordinary General Meeting of the Company held on February 06, 2020 at 12.00 noon at 602, Western Edge I, Western Express Highway, Borivali, East, Mumbai, Maharashtra, 400066

Signature of Shareholder /Proxy

**Applicable for investor holding shares in physical form



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

CIN: L74110MH2013PLC244911

Registered office: 602, Western Edge I, Western Express Highway Borivali East, Mumbai 400066 India

Email : info@hktrade.in Website: www.hktrade.in Tel No.: 91-22-66444444

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]

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/ her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: or failing him/ her

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 Extra Ordinary General Meeting of the members of the company, to be held on the Thursday, February 06, 20120 at 12:00 noon at the registered office of the Company at 602, Western Edge I, Western Express Highway, Borivali, East, Mumbai, Maharashtra, 400066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
1.	To approve the transaction with related party in terms of section 188 of the Companies Act, 2013		
2.	To grant loans/advance to the entity in which Directors are interest		

Signed this ____ day of _____ 2020

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
