

3rd ANNUAL REPORT
OF
HENCH TEC SOLUTION PVT LTD

Financial Year 2023-2024

Add: F 015, Ground Floor, DS Max Signature, B - BLK, LKR Nagar, Lottegollahalli, Bengaluru -560094

CIN: U51505KA2021PTC153103

Website: www.hech.in, Email: sales@hench.in

NOTICE OF 3RD OF ANNUAL GENERAL MEETING

Notice is hereby given that the 3rd Annual General Meeting ('AGM') of Hench Tec Solution Private Limited will be held on Monday, September 30th, 2024, at 12:00 noon at the Registered office of the Company at F 015, Ground Floor, DS Max Signature, B - BLK, LKR Nagar, Lottegollahalli, Bengaluru – 560094 to transact the following business:

A. ORDINARY BUSINESS:**Item No. 1 – Adoption of the Audited Financial Statements, Directors' and the Auditor's Report thereon for the Financial Year ended 31st March, 2024:**

To consider and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 129, 134 and any other provisions of Companies Act, 2013, the Audited Financial Statements of the Company for the financial year ended 31.03.2024 together with the Directors' Report and the Auditor's Report thereon be and are hereby considered, approved and adopted."

Item No. 2 – Appointment of Auditor

To consider and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 and Section 141 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, BSK & Co., Chartered Accountant having Firm Registration No: 017721S situated at 313, 1st Floor, Bhaskar Arcade, Vidyanarayapura Main Rd, Narasipura Layout, Vidyanarayapura, Bengaluru, Karnataka 560097 from whom consent to act as Auditor along with consent letter dated 25th September, 2024 under Section 139 of Companies Act, 2013 has been received, be and is hereby appointed as the Auditor of the Company and shall hold office from conclusion of 3rd Annual General Meeting till the conclusion of 8th Annual General Meeting at such remuneration recommended by Board of Directors."

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RESOLVED FURTHER THAT any Director be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

B. SPECIAL BUSINESS:

Item No. 3 – Appointment of Director

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 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Kishore Naik (DIN: 10709828), be and is hereby appointed as Director of the Company.

“**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**BY THE ORDER OF THE BOARD OF
HENCH TEC SOLUTION PRIVATE LIMITED**

Dated: 02.09.2024

Place: Bengaluru

Rayan Joel Mathais

Director

DIN: 09395896

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN ACCORDANCE WITH SECTION 105 OF COMPANIES ACT, 2013. HENCE PROXY FORM AN ATTENDANCE SLIP ARE INCLUDED IN THIS NOTICE.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act setting out material facts concerning item of special business to be transacted at Annual General Meeting is annexed hereto.
3. Members, attending the meeting in person are requested to bring their attendance slip to the Meeting.
4. According to provisions of Companies Act, 2013, Route Map of venue of meeting is annexed with this Notice.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170(1) of the Companies Act, 2013 is available for inspection by the Members at the registered office and the same will be open for inspection at the Meeting.
6. Pursuant to Section 91 of Companies Act, 2013 and rules made thereunder, the register of members of the company will remain close from 28th September 2024 to 30th September 2024 (both inclusive) for taking record of the Members of the Company for the purpose of Annual General Meeting.
7. Documents referred to in the Notice will be kept open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting and at the Meeting.

**BY THE ORDER OF THE BOARD OF
HENCH TEC SOLUTION PRIVATE LIMITED**

Dated: 02.09.2024

Place: Bengaluru

Rayan Joel Mathais

Director

DIN: 09395896

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 3

Board of Directors of the company recommended appointment of Mr. Kishore Naik (DIN: 10709828), who has given his consent to act as director through letter dated 27.09.2024, as Director of the company and in accordance with the provisions of Section 149, 152 and 160 of the Companies Act, 2013. Instead of appointing the director as additional director the board of directors recommended the appointment of director in Annual General Meeting in terms of the provisions of Companies Act, 2013. Thus approval of the members of the company is required for appointment of Mr. Kishore Naik (DIN: 10709828) as Director of the company.

None of the Directors of the company, is concerned or interested in the resolution. The Board recommends the resolution set forth in item No. 3 for the approval of the members.

**BY THE ORDER OF THE BOARD OF
HENCH TEC SOLUTION PRIVATE LIMITED**

MOIZ UMAR MULLA
Director
DIN: 09680697

RAYAN MATHIAS
Director
DIN: 09395896

Date: 02.09.2024

Form No. MGT-11

Proxy form

[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 company: Hench Tec Solution Private Limited

CIN: U51505KA2021PTC153103

Registered Office: F 015, Ground Floor, DS Max Signature, B - BLOCK, LKR Nagar, Lottegollahalli, Bengaluru – 560094

Name of the member (s):

Registered address:

E-mail 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: _____, or failing him

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 Company, to be held on Friday, 30th September, 2024 At 12:00 P.M. at F 015, Ground Floor, DS Max Signature, B - BLK, LKR Nagar, Lottegollahalli, Bengaluru – 560094

Details of Resolutions to be voted for are as below:

Add: F 015, Ground Floor, DS Max Signature, B - BLK, LKR Nagar, Lottegollahalli, Bengaluru -560094

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S. No.	RESOLUTION	FOR	AGAINST
1.	" RESOLVED THAT pursuant to Section 129, 134 and any other provisions of Companies Act, 2013, Audited Financial Statements, the Directors' Report and the Auditor's Report as on the year ended 31 st March 2024 are hereby considered, approved and adopted."		
2.	" RESOLVED THAT pursuant to Section 139 and Section 141 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, BSK & Co., Chartered Accountant having Firm Registration No: 017721S situated at 313, 1st Floor, Bhaskar Arcade, Vidyaranyapura Main Rd, Narasipura Layout, Vidyaranyapura, Bengaluru, Karnataka 560097 from whom consent to act as Auditor along with consent letter dated 25 th September, 2024 under Section 139 of Companies Act, 2013 has been received, be and is hereby appointed as the Auditor of the Company and shall hold office from conclusion of 3rd Annual General Meeting till the conclusion of 8th Annual General Meeting at such remuneration recommended by Board of Directors."		
3.	" RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Kishore Naik (DIN: 10709828), be and is hereby appointed as Director of the Company."		

Signed this _____ day of _____ 2024

Affix Revenue Stamp

Signature of Shareholder

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.

**BY THE ORDER OF THE BOARD OF
HENCH TEC SOLUTION PRIVATE LIMITED**

MOIZ UMAR MULLA
Director
DIN: 09680697

RAYAN MATHIAS
Director
DIN: 09395896

Date: 02.09.2024

ATTENDANCE SLIP

I/We.....R/o..... hereby record my/our presence at the 3rd Annual General Meeting of Hench Tec Solution Private Limited will be held on Monday, September 30th, 2024, at 12:00 noon at Registered office Add: F 015, Ground Floor, DS Max Signature, B - BLK, LKR Nagar, Lottegollahalli, Bengaluru – 560094

DPID * :	Folio No. :
Client Id * :	No. of Shares :

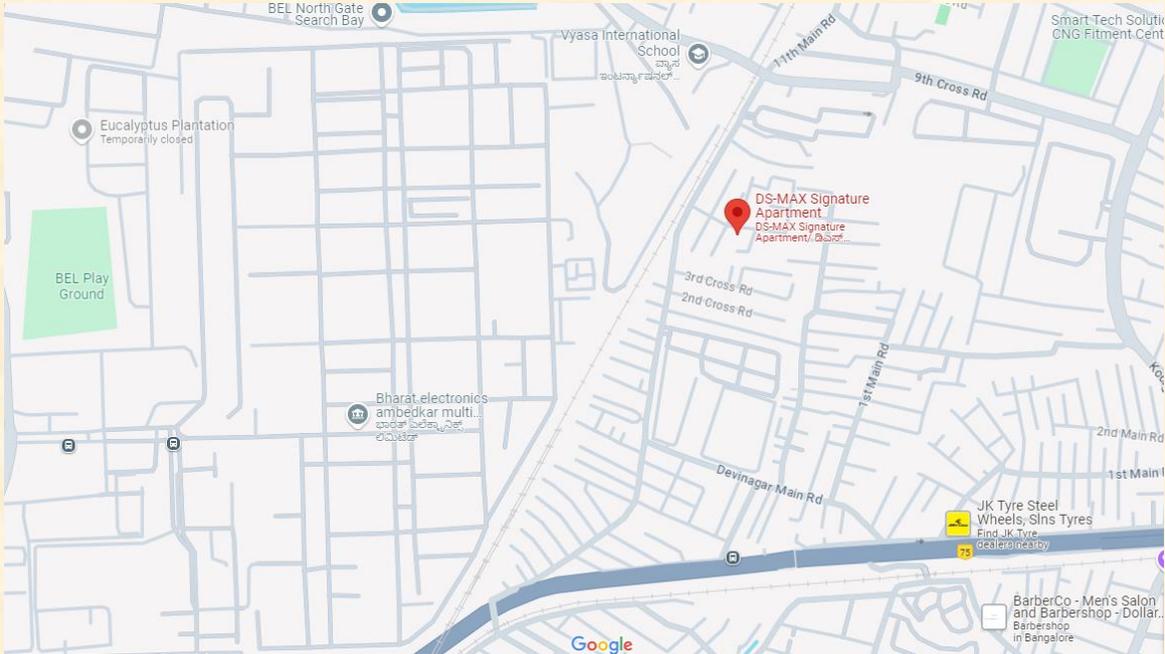
* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Physical copy of the Annual Report for 2024 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent to all members.

Route Map



**BY THE ORDER OF THE BOARD OF
HENCH TEC SOLUTION PRIVATE LIMITED**

MOIZ UMAR MULLA
Director
DIN: 09680697

RAYAN MATHIAS
Director
DIN: 09395896

Date: 02.09.2024

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DIRECTORS' REPORT

(As per section 134 of Companies Act, 2013)

To the Members,

Your Directors have pleasure in presenting their 3rd Board Report on the business and operations of the Company along with the audited financial statements for the year ended 31st March 2024. The aforesaid annual report will be placed on the Website of the company.

1. Financial Performance

The company has recorded the following financial performance for the financial year ended 31st March 2024

(Amount in Thousands)

Particulars	For the year ended on 31.03.2024	For the year ended on 31.03.2023
Revenue from Operations	25,547.23	15,864.50
Other Income	335.11	208.37
Total Revenue	25,882.34	16,072.87
Less: Total Expenses	24,612.69	14,646.65
Profit /(Loss) for the year (before depreciation, interest and tax)	1,269.65	1,426.22
Less: Depreciation	66.08	31.68
Profit/(Loss) for the year (before tax)	1,203.57	1,394.53
Less: Tax	316.74	369.20
Profit/(Loss) after Tax for the year	886.83	1,025.33

2. Operational Performance

The company was incorporated on 14 October 2021 and it generated a gross revenue of Rs. 2,58,82,340/- during the financial year. The Company also undertook various initiatives to improve operational efficiency, optimize costs and enhance customer satisfaction. After adjusting for all expenses, the company has reported a net profit of Rs. 8,86,830/- for the current this financial year.

3. Dividend and amount transferred to any reserve.

No dividend was declared for the current financial year due to conservation of profits and continued investment in the business.

4. Number of Board Meetings

Total 5 board meetings were held during the financial year ended 31st March 2024. The maximum gap between any two subsequent board meetings was less than 120 days in accordance with section 174 of The Companies Act 2013. The names of members of the Board, their attendance at the Board Meetings are as under:

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DATES	BOARD STRENGTH	NO. OF DIRECTORS PRESENT
15.06.2023	3	3
05.08.2023	3	3
02.12.2023	3	3
12.02.2024	3	3
16.03.2024	3	3

5. Details in respect of frauds reported by auditors

No such frauds have been reported by the auditor under sub-section (12) of section 143 other than those, which are reportable to the Central Government.

6. Declaration by Independent directors

The company is not required to appoint independent director as per the provisions of section 149(4) of the Companies Act, 2013.

7. Overview of Company's Directors & Key Managerial Personnel

There is no change in the constitution of Board of directors for the period under review. In addition, pursuant to the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

8. Board's Comment on Auditor's Report

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not call for any further comment.

9. Particulars of Loans, Guarantees and Investment

The Company has not made any investment or given guarantees and securities during the year under review. Therefore, it is not required to comply with provisions of Section 186 of the Companies Act, 2013.

10. Particulars of Related Party Transactions

All related party transactions as per Section 188 of Companies Act, 2013 that were entered into during the financial year ended 31st March, 2024 in the ordinary course of business are at arm's length price. Transactions which are not at arm's length basis are disclosed in the Form AOC-2 attached with this report.

11. The state of the Company's Affairs

Our company is involved in the business of trading mechanical, Electronic, and electrical equipment parts. Additionally, our company organize exhibitions to promote sales of goods and provide technical and

management consultancy services globally for the design, production, and marketing to meet the needs of businesses.

There has been no change in the business activities of the company since the last annual report.

12. Material Changes and Commitments

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

13. Risk Management Policy

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

14. Corporate Social Responsibility (CSR)

CSR provisions are not applicable for the Company.

15. Statutory Auditors

Statutory Auditor, M/s SRDR AND CO, Chartered Accountant having Firm Registration No: 023654S as statutory auditors from the conclusion of 2nd Annual General Meeting till the conclusion of its 7th Annual General Meeting. However, due to resignation of the said auditor, the Board is in the process of appointing new auditor from the ensuing Annual General Meeting.

16. Significant and Material Orders Passed by Regulators, Courts and Tribunals

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

17. Compliance with Secretarial Standards

In terms of Section 118(10) of the Companies Act, 2013, the Company is complying with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Central Government with respect to Meetings of the Board of Directors and General Meetings.

18. Insolvency and Bankruptcy Code 2016

The Company has not made any application nor is any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year.

19. Directors' Responsibility Statement

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

2. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for that period;
3. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. The directors had prepared the annual accounts on a going concern basis;
5. The directors, further state that they have laid down internal financial controls to be followed by the company and such internal controls are adequate and were operating effectively.
6. The directors had devised proper systems were adequate and operating effectively.

Acknowledgement

Your Directors wish to place on record their appreciation for the co-operation extended by all the Employees, Bankers, Financial Institutions, various authorities and stakeholders.

BY THE ORDER OF THE BOARD OF

HENCH TEC SOLUTION PRIVATE LIMITED

MOIZ UMAR MULLA
Director
DIN: 09680697

RAYAN MATHIAS
Director
DIN: 09395896

Date: 25.07.2024

HENCH TEC SOLUTION PRIVATE LIMITED

CIN: U51505KA2021PTC153103

F015, GRD. FLOOR, DS MAX SIGNATURE B BLK LKR NAGAR, LOTTEGOLLAHALLI BENGALURU BANGALORE KA
560094 IN**Form no. AOC-2**

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule

Form for disclosure of particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under fourth proviso thereto:

1. Details of contracts or arrangements or transactions not on an arm's length basis: Hench Tec Solution Private Limited has entered into certain contracts/arrangements/transactions with its related parties, which is not at arm's length during FY 2023-24

S no.	Name of the Related Party	Nature of Transactions	Salient Terms of the transaction (if any)	such contracts or arrangements or transactions	Date of approval by the board	Amount (Rs)
(i)	Renita Dsouza	Loan From Director	Interest Free Loan	An interest-free loan from a director, despite not being arm's length, can be justified for urgent operational needs, fostering goodwill, but transparency and legal compliance remain imperative.	05-August-2023	630,000
(ii)	Rayan Joel Mathais	Loan From Director	Interest Free Loan	An interest-free loan from a director, despite not being arm's length, can be justified for urgent operational needs, fostering goodwill, but transparency and legal compliance remain imperative.	05-August-2023	270,000
(iii)	Moiz Umar Mulla	Loan From Director	Interest Free Loan	An interest-free loan from a director, despite not being arm's length, can be justified for urgent operational needs, fostering goodwill, but transparency and legal compliance remain imperative.	05-August-2023	780,000

2. Details of contracts or arrangements or transactions on an arm's length basis: Hench Tec Solution Private Limited has entered into certain contracts/arrangements/transactions with its related parties, which is at arm's length during FY 2023-24

S no.	Name of the Related Party	Nature of Transactions	Salient Terms of the transaction (if any)	Justification for entering into such arrangements or transactions	Date of approval by the board	Amount (Rs)
(i)	Belman Advisors Private Limited	Professional Fees	Professional Fees Paid Towards Services Provided Such As Payment Follow-up, Bidding Provision, Debtor Reconciliation, And Tender Submission.	Fees paid during ordinary course of business	16-March-2024	885,000

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**BY THE ORDER OF THE BOARD OF
HENCH TEC SOLUTION PRIVATE LIMITED**

MOIZ UMAR MULLA
Director
DIN: 09680697

RAYAN MATHIAS
Director
DIN: 09395896

Date: 25.07.2024