



CIN No: L51909DL2010PLC208333

Regd. Off.: C Wing, Madhuban Building,
Opp. Dev Nagar, New Sai Baba Nagar,
Kandivali-W, Mumbai - 400067, Maharashtra. India.

● www.hkglimited.com

✉ info@hkglimited.com

☎ +91 22 2806 8044

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HKG LIMITED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO 1 & 2, GROUND FLOOR, NEELAM INDUSTRIAL ESTATE, SHANTILAL MODY CROSS ROAD NO. 2, KANDIVALI (W) MUMBAI - 400067 ON DECEMBER 31, 2020, THURSDAY AT 09:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Shah, who retires by rotation and being eligible offered himself for re-appointment.
3. To appoint a Director in place of Mr. Hardik Shah, who retires by rotation and being eligible offered himself for re-appointment.

SPECIAL BUSINESS:

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

4. **TO INCREASE THE BORROWING POWERS OF THE BOARD OF DIRECTORS UNDER SECTION 180(1)(c).**

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other enabling provisions of the Companies Act, 2013, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") for borrowing from time to time any sum or sums of moneys on such terms

and conditions and with or without security as the Board of Directors may deem fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of money/ moneys so borrowed shall not exceed Rs. 50 Crores (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT the Board or any of its duly constituted committee be and is hereby authorised to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution.”

5. **REGULARISATION OF ADDITIONAL DIRECTOR, MR RAJESH BHUPENDRA SHAH BY APPOINTING HIM AS MANAGING DIRECTOR OF THE COMPANY**

“**RESOLVED THAT**, Mr. Rajesh Bhupendra Shah (DIN- 02057050), who was appointed as an Additional and Managing Director with effect from 29th June, 2020 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Managing Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

6. **REGULARISATION OF ADDITIONAL DIRECTOR, MR HARDIK MANOJ SHAH BY APPOINTING HIM AS EXECUTIVE DIRECTOR OF THE COMPANY**

“**RESOLVED THAT**, Mr. Hardik Manoj Shah (DIN- 06843854), who was appointed as an Additional and Executive Director with effect from 14th February, 2020 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

7. REGULARISATION OF ADDITIONAL DIRECTOR, MR HEMANG HASMUKHRAI SHAH BY APPOINTING HIM AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

“RESOLVED THAT, Mr. Hemang Hasmukhrai Shah (DIN- 07953299), who was appointed as an Additional and Non-Executive Independent Director with effect from 29th June, 2020 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

8. REGULARISATION OF ADDITIONAL DIRECTOR, MR MEET PARESH SHAH BY APPOINTING HIM AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

“RESOLVED THAT, Mr. Meet Paresh Shah (DIN- 08800947), who was appointed as an Additional and Non-Executive Non- Independent Director with effect from 5th August, 2020 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Non-Executive Non- Independent Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

9. REGULARISATION OF ADDITIONAL DIRECTOR, MS. SHIKHA MUKESH SHAH BY APPOINTING HER AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

“RESOLVED THAT, Ms. Shikha Mukesh Shah (DIN- 08940235), who was appointed as an Additional and Non-Executive Independent Director with effect from 29th October, 2020 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

Registered Office:

Office No.1 & Office No. 2, Ground Floor,
Neelam Industrial Estate, C.T.S. No.251,
Shantilal Mody Cross Road No.2,
Kandivali (West), Mumbai-400067

By order of the Board
For HKG Limited
(Formerly known as Yogya Enterprises Limited)

Sd/-
Rajesh Bhupendra Shah
Managing Director
DIN- 02057050

Sd/-
Hardik Manoj Shah
Executive Director
DIN-06843854

Place: Mumbai
Date: 09.12.2020

NOTES:

1. Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, in respect of the Special Businesses of the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
4. The record date for the purpose of determining the eligibility of the Members to attend the 10th Annual General Meeting of the Company is 04.12.2020
5. The Company has notified closure of register of members and transfer books from Friday 25th December, 2020 to Thursday 31st December, 2020 (both days inclusive).
6. The Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which from 1st April, 2019 onwards securities can be transferred only in dematerialised form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.
7. The notice of 10th Annual General Meeting of the Company and Annual Report 2019-20, circulated to the members, will be made available on the Company’s website at www.hkglimited.com.
8. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.
9. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.

10. Non Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.

11. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries

12. Annual Report 2019-20 are being sent by permitted mode to all members of the Company. Member may please note that the Annual Report 2019-20 is also available on the Website of the Company viz... www.hkglimited.com.

13. Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handling out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.

Registered Office:

Office No.1 & Office No. 2, Ground Floor,
Neelam Industrial Estate, C.T.S. No.251,
Shantilal Mody Cross Road No.2,
Kandivali (West), Mumbai-400067

By order of the Board
For HKG Limited
(Formerly known as Yogya Enterprises Limited)

Sd/-
Rajesh Bhupendra Shah
Managing Director
DIN- 02057050

Sd/-
Hardik Manoj Shah
Executive Director
DIN-06843854

Place: Mumbai
Date: 09.12.2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4

Considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company to INR 50 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

The Board recommends the above special resolution for your approval. No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

ITEM NO. 5

Mr. Rajesh Bhupendra Shah was appointed as an Additional Director of the Company with effect from 29th June, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Rajesh Bhupendra Shah is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Rajesh Bhupendra Shah as Managing Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 for approval by the members of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Rajesh Bhupendra Shah himself, is in any way concerned or interested, in the said resolution.

ITEM NO. 6

Mr. Hardik Manoj Shah was appointed as an Additional Director of the Company with effect from 14th February, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Hardik Manoj Shah is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Hardik Manoj Shah as Executive Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 6 for approval by the members of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Hardik Manoj Shah himself, is in any way concerned or interested, in the said resolution.

ITEM NO. 7

Mr. Hemang Hasmukhrai Shah was appointed as an Additional Director of the Company with effect from 29th June, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Hemang Hasmukhrai Shah is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Hemang Hasmukhrai as Non-Executive Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 7 for approval by the members of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Hemang Hasmukhrai Shah himself, is in any way concerned or interested, in the said resolution.

ITEM NO. 8

Mr. Meet Paresh Shah was appointed as an Additional Director of the Company with effect from 5th August, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Meet Paresh Shah is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Meet Paresh Shah as Non-Executive Non-Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 8 for approval by the members of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Meet Paresh Shah himself, is in any way concerned or interested, in the said resolution.

ITEM NO. 9

Ms. Shikha Mukesh Shah was appointed as an Additional Director of the Company with effect from 29th October, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Ms. Shikha Mukesh Shah is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Ms. Shikha Mukesh Shah as Non-Executive Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 9 for approval by the members of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Ms. Shikha Mukesh Shah himself, is in any way concerned or interested, in the said resolution.

Registered Office:

**Office No.1 & Office No. 2, Ground Floor,
Neelam Industrial Estate, C.T.S. No.251,
Shantilal Mody Cross Road No.2,
Kandivali (West), Mumbai-400067**

**By order of the Board
For HKG Limited
(Formerly known as Yogya Enterprises Limited)**

**Sd/- _____
Rajesh Bhupendra Shah
Managing Director
DIN- 02057050**

**Sd/- _____
Hardik Manoj Shah
Executive Director
DIN-06843854**

**Place: Mumbai
Date: 09.12.2020**

ATTENDANCE SLIP

10th ANNUAL GENERAL MEETING ON 31.12.2020

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 10thAnnual General Meeting of the Company at Office No.1 & Office No. 2, Ground Floor, Neelam Industrial Estate, C.T.S. No.251, Shantilal Mody Cross Road No.2, Kandivali (West), Mumbai, Maharashtra, 400067, on December 31st, 2020, Thursday at 09:30 A.M.

Signature of the Shareholder or Proxy

Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

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 Member(s):	
Registered address:	
E-mail Id:	
Folio No. /Client Id & DP. Id:	

I/We.....being a member / members holding.....shares of HKG LIMITED hereby appoint:

1	Name:	Address:
	Email ID:	Signature:
2	Name:	Address:
	Email ID:	Signature:
3	Name:	Address:
	Email ID:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Thursday, December 31st, 2020 at 09:30 A.M. at Office No.1 & Office No. 2, Ground Floor, Neelam Industrial Estate, C.T.S. No.251, Shantilal Mody Cross Road No.2, Kandivali (West), Mumbai, Maharashtra, 400067 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Description.	No. of shares held	Assent	Dissent
1.	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the			

	year ended 31 st March, 2020 and Balance Sheet as at that date, Cash Flow statement for the year ended 31 st March, 2020 and Report of the Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Rajesh Bhupendra Shah who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
3.	To appoint a Director in place of Mr. Hardik Manoj Shah who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
4.	To Increase The Borrowing Powers Of The Board Of Directors Under Section 180(1)(C).			
5.	Regularisation of Additional Director Mr. Rajesh Bhupendra Shah by appointing him as Managing Director of the Company.			
6.	Regularisation of Additional Director Mr. Hardik Manoj Shah by appointing him as Executive Director of the Company.			
7.	Regularisation of Additional Director Mr. Hemang Hasmukhrai Shah by appointing him as Non-Executive Independent Director of the Company.			
8.	Regularisation of Additional Director Mr. Meet Paresh Shah by appointing him as Non-Executive Non-Independent Director of the Company.			
9.	Regularisation of Additional Director Ms. Shikha Mukesh Shah by appointing her as Non-Executive Independent Director of the			

	Company.			
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Signed this 31st day of December, 2020

Signature(s) of the Shareholder(s).....

Signature of Proxy Holder.....

Notes: 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.

FORM NO. MGT -12 (BALLOT PAPER/POLLING PAPER)

Name(s) of Member(s) : (In BLOCK/CAPITAL LETTERS)	
Registered Address :	
DP ID / Client ID* or Registered Folio No :	
No. of equity shares held :	

***Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 10th Annual General Meeting of Company scheduled to be held on Thursday, 31st December, 2020 at 09:30 A.M. at Office No.1 & Office No. 2, Ground Floor, Neelam Industrial Estate, C.T.S. No.251, Shantilal Mody Cross Road No.2, Kandivali (West), Mumbai, Maharashtra, 400067, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated here in below:

Sr. No	Description.	No. of shares held	Assent	Dissent
1.	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31 st March, 2020 and Balance Sheet as at that date, Cash Flow statement for the year ended 31 st March, 2020 and Report of the Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Rajesh Bhupendra Shah who retires by rotation at the ensuing Annual General Meeting and			

	being eligible, offers himself for re-appointment.			
3.	To appoint a Director in place of Mr. Hardik Manoj Shah who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
4.	To Increase The Borrowing Powers Of The Board Of Directors Under Section 180(1)(C).			
5.	Regularisation of Additional Director Mr. Rajesh Bhupendra Shah by appointing him as Managing Director of the Company.			
6.	Regularisation of Additional Director Mr. Hardik Manoj Shah by appointing him as Executive Director of the Company.			
7.	Regularisation of Additional Director Mr. Hemang Hasmukhrai Shah by appointing him as Non-Executive Independent Director of the Company.			
8.	Regularisation of Additional Director Mr. Meet Paresh Shah by appointing him as Non-Executive Non-Independent Director of the Company.			
9.	Regularisation of Additional Director Ms. Shikha Mukesh Shah by appointing her as Non-Executive Independent Director of the Company.			

*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Signature of Member

Date:

**ROUTE MAP TO THE VENUE OF THE 10th ANNUAL GENERAL MEETING ON THURSDAY,
DECEMBER 31ST, 2020 AT 09:30 A.M.**

