



## HKG LIMITED

CIN: L51909MH2010PLC340313

**Registered Office:** C Wing, Madhuban CHS Ltd, New Sai Baba Nagar, Opp Dev Nagar, Kandivali (West), Mumbai, Maharashtra, 400067, **Telephone:** +91-22-2806-8044,

**Website:** [www.hkglimited.com](http://www.hkglimited.com), **Email:** [info@hkgimited.com](mailto:info@hkgimited.com)

### **NOTICE OF POSTAL BALLOT/E-VOTING**

**Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration Rules), 2014**

Dear Shareholders,

**Notice** is hereby given that pursuant to the provisions of the Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 and General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 issued by the Ministry of Corporate Affairs ("MCA") and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Businesses set out in this notice as both the Special and Ordinary Resolutions through Postal Ballot by the members of HKG LIMITED ("The Company") only through Remote E-voting.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each items and the reason thereof is appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.







The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link <https://www.evoting.nsdl.com/> from Saturday, 15<sup>th</sup> January, 2022, 9.00 a.m. (IST) onwards to Sunday, 13<sup>th</sup> February, 2022, 5.00 p.m. (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on Wednesday, 12<sup>th</sup> January, 2022 has appointed Mr. Jaymin Modi, Proprietor of M/s. Jaymin Modi & Co., Company Secretaries (M.No. A44248 and COP: 16948), as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company on Monday, 14<sup>th</sup> February, 2022 at the Company's registered office. In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer's report will also be placed on Company's website viz. [www.hkglimited.com](http://www.hkglimited.com) and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 13<sup>th</sup> February, 2022.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot **(only through Remote E-voting):**

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1:- TO APPROVE THE ISSUANCE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESRVES:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT,** in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to the Board for capitalization of Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakhs only) as standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of 1,75,00,000 bonus equity shares of face value of Rs. 2/- (Two) each, credited as fully paid-up Equity shares to the holders of the existing equity shares of the Company,







whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of One (1) equity share for every two (2) existing equity shares held by the Members.

**RESOLVED FURTHER THAT** the Bonus Shares shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (to be determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and no letter of allotment shall be issued to the allottees Bonus Shares.

**RESOLVED FURTHER THAT** if as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity shares to be allotted as bonus shares, the Company shall not issue any certificate or coupon in respect of such fractional shares, but the total number of such new equity shares representing such fractions shall be allotted by board to a nominee to be selected by the Board who would have been entitled to such fractions, in case the same were issued. Such nominee will as soon as possible sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holding and allotment of fractions thereof.

**RESOLVED FURTHER THAT** the bonus shares shall be issued to the allottees in the same mode as existing shares are held by them on the record date and the bonus equity shares in physical form shall thereafter be dispatched to the allottees, except in respect of those allottees who hold existing equity shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.

**RESOLVED FURTHER THAT**, the issue and allotment of the Bonus shares to Non- resident Members, Foreign Institutional investors (FIIs) & other foreign investors, be subject to the approval of the RBI, as may be necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchange where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized severally or jointly to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange, and to settle any question, difficulty or doubt that may arise in regard thereto."







**ITEM NO. 2:- TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED (BSE) TO MAIN BOARD OF BSE:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

*Note: In accordance with Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned resolution shall be acted upon if and only if the votes cast by Shareholders other than Promoters in favour of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter shareholders against the proposal.*

**“RESOLVED THAT** pursuant to the Regulation 277 laid down in Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, the consent of shareholders of the company be and is hereby accorded for the purpose of migration of the Company's present listing from SME Platform of BSE to Main Board of BSE.

**RESOLVED FURTHER THAT** any of the Directors of the Company, Mr. Anmol Sheth (Chief Financial officer) and Ms. Rajlaxmi Saini (Company Secretary & Compliance Officer), be and hereby jointly/ severally authorized to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE, Securities and Exchange Board of India, Registrar of the Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the company for the purpose of migration of the Company's present listing from SME platform of BSE to Main Board of BSE and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

**ITEM NO. 3:- TO APPOINT MR. YATIN BHUPENDRA SHAH (DIN: 02055422) AS A DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** that pursuant to the provisions of Sections 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Yatin Bhupendra Shah (DIN: 02055422) who was appointed as an Additional Director by the Board of Directors with effect from 12<sup>th</sup> January, 2022, in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director.”







**ITEM NO. 4:- TO APPOINT MR. YATIN BHUPENDRA SHAH (DIN: 02055422) AS MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, (“the Act”), read with Schedule V thereto, consent of the Company be and is hereby accorded to the appointment of Mr. Yatin Bhupendra Shah (DIN: 02055422) as the Managing Director of the Company for a period of 3 (three) years effective 12<sup>th</sup> January, 2022 at a remuneration and other terms and conditions as mentioned below:

**Salary & Perquisites:**

1. Basic Salary: Rs. 1,00,000/- (Rupees One Lakh) per month.
2. Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of his service as Managing Director, Mr. Yatin Bhupendra Shah shall be paid the remuneration as detailed herein as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors and/or any of the key managerial personnel of the Company for the time being, be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard.”

**ITEM NO. 5:- TO APPOINT MR. HEMANT VASTANI (DIN 07085006) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time, Mr. Hemant Vastani (DIN: 07085006), who was appointed as an Additional Director w.e.f. 12<sup>th</sup> January, 2022, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from 12<sup>th</sup> January, 2022.”

By Order of the Board of Directors  
For HKG LIMITED



*KA Shah*  
**HARDIK MANOJ SHAH**  
**DIRECTOR**  
**DIN: 06843854**

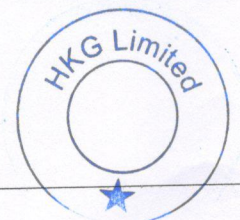
**Place: Mumbai**  
**Date: 12<sup>th</sup> January, 2022**





#### **NOTES:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company ("the Board") at its meeting held on 12<sup>th</sup> January, 2022 has appointed Mr. Jaymin Modi, Proprietor of M/s. Jaymin Modi & Co., Company Secretaries to act as "The Scrutinizer" for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding) and whose name appears on the Register of Members/ List of Beneficial Owners on 07<sup>th</sup> January, 2022. The Postal Ballot Notice will also be available on the Company's website at [www.hkglimited.com](http://www.hkglimited.com).
4. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
5. The voting period begins on Saturday, 15<sup>th</sup> January, 2022, 9.00 a.m. (IST) onwards to Sunday, 13<sup>th</sup> February, 2022, 5.00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form as on the cut-off date of 07<sup>th</sup> January, 2022, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut -Off date are requested to register their e-mail Ids by sending e-mail citing subject **"HKG-Postal Ballot Registration of e-mail Id's"** to Registrar and share transfer Agent (RTA) of the Company, i.e., BIGSHARE SERVICES PVT. LTD at [investor.del@bigshareonline.com](mailto:investor.del@bigshareonline.com) or to the Company at [info@hkglimited.com](mailto:info@hkglimited.com) with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by NSDL.
7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorisation.
8. The results of the Postal Ballot will be declared on Monday, 14<sup>th</sup> February, 2022. The results of the Postal Ballot will be hosted on the website of the Company viz. [www.hkglimited.com](http://www.hkglimited.com)







and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson, or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairperson and it will display at Company's Registered Office. The resolutions will be taken as passed if the results indicate that the requisite majority of the shareholders assented to the Resolutions.

9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 13<sup>th</sup> February, 2022.
10. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 07<sup>th</sup> January, 2022.
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., 13<sup>th</sup> February, 2022.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

#### **15. PROCEDURE/INSTRUCTIONS FOR REMOTE E-VOTING:**

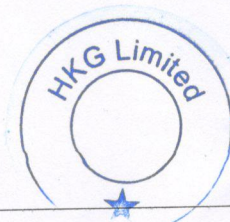
##### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.







Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

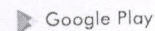
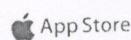
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>







NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.







**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

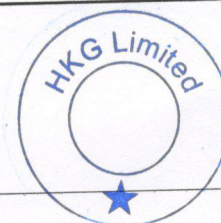
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat	16 Digit Beneficiary ID







account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.







## **2: Cast your vote electronically on NSDL e-Voting system.**

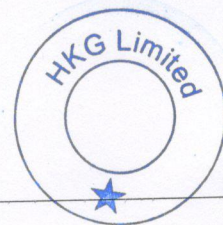
### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csjayminmodi@gmail.com](mailto:csjayminmodi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**







1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@hkglimited.com](mailto:info@hkglimited.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@hkglimited.com](mailto:info@hkglimited.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS:**

**ITEM NO. 1 - TO CONSIDER AND APPROVE THE ISSUANCE OF FULLY PAID UP BONUS SHARES:**

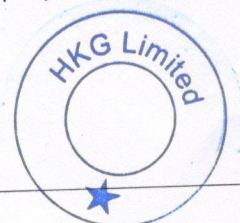
The equity shares of the Company are listed on the SME Platform of BSE Limited. The members are aware that the operations and performance of the Company are in progressive stage, which has generated considerable interest in the Company's equity shares in the Market. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on 12<sup>th</sup> January, 2022, considered it desirable to recommend issue of Bonus shares in the ratio of One (1) equity share for every Two (2) existing equity shares held on record date, subject to approval of the shareholders and such other authorities as may be necessary. The issue of Bonus shares by capitalization of reserves is authorized by the existing Articles of Association of the Company.

The Board of Directors of the Company propose the resolution in Item No. 1 for your approval as a Special resolution.

None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

**ITEM NO. 2:- TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED (BSE) TO MAIN BOARD OF BSE:**

The Company's shares have been listed on a SME Platform of BSE Limited since 15<sup>th</sup> April, 2015 to till date. As because of Proposed Issue of Bonus Shares, paid up capital of the company is proposed to







be increased to Rs. 10.50 crore i.e. to increase beyond ten crore rupees and Company is also listed on SME platform of BSE for more than Five (2) Years. As stated in SEBI (ICDR) Regulation, 2018 it is an option to migrate from SME Platform of BSE to Main Board of BSE. Further, The Company's Operations are also in progressive stage, In view of the same and for strong brand building, the Board of Directors in its meeting held on 12<sup>th</sup> January, 2022 has decided to migrate the Company's Listing from SME Platform of BSE to Main Board of BSE. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company. By Migrating on the Main Board, the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Board of Directors of the Company propose the resolution in Item No. 2 for your approval as a Special resolution.

None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

**ITEM NO. 3 & 4:- TO APPOINT MR. YATIN BHUPENDRA SHAH (DIN: 02055422) AS A DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY:**

Mr. Yatin Bhupendra Shah (DIN: 02055422) was appointed as an Additional and Managing Director for a period of three (03) years with effect from 12th January, 2022, subject to the approval of Members.

He possesses the expertise in Finance in the key areas of Project Appraisal, Real Assets Management, he has been key instrumental in developing the brand creation of the Company through his multifield expertise in various industries. He has been instrument routine operational activities of our Company and formulation of business policies, strategies etc. He has only been the guiding factor in enhancing of brand image of the Company in various sectors including Real sector by using IT skill etc. in a dynamic way.

The Board recommends these resolutions for your approval. Mr. Yatin Bhupendra Shah (DIN: 02055422) is interested in these resolutions to the extent of his appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

**ITEM NO. 5:- TO APPOINT MR. HEMANT VASTANI (DIN 07085006) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**







Mr. Hemant Vastani, who was appointed as an Additional Independent Director of the Company with effect from 12<sup>th</sup> January, 2022. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Hemant Vastani for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Pursuant to Section 149 of the Companies Act, 2013 read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation.

The Company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing his candidature of appointment as an Independent Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director. The Company has also received declarations that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered his independence in terms of Section 149 of the Companies Act, 2013, He fulfill the criteria of independence as mentioned in the above provisions and can be appointed as an Independent Director. He possess requisite qualifications, appropriate skills, experience and knowledge in one or more fields of finance, law management, and other disciplines related to Company's business, the Board has recommended his appointment as an Independent Director of the Company to hold office for a term of five consecutive years commencing from the date of 12<sup>th</sup> January, 2022.

Mr. Hemant Vastani is interested in this resolution to the extent of his appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

**By Order of the Board of Directors  
For HKG LIMITED**



  
**HARDIK MANOJ SHAH  
DIRECTOR  
DIN: 06843854**

**Place: Mumbai**

**Date: 12<sup>th</sup> January, 2022**





Details of Directors seeking Appointment as required under Secretarial Standard 2 (SS-2) with respect to Director Seeking Appointment / Re-appointment is as under:

Name of Director	Yatin Bhupendra Shah	Hemant Vastani
DIN`	02055422	07085006
Date of Birth	13/06/1973	15/07/1961
Qualification	Bachelor of Commerce “(B.Com)”	Chartered Accountant
Date of Appointment / Term of Appointment	w.e.f. 12 <sup>th</sup> January, 2022 as an Additional Director.  Appointed for a period of three years i.e with effect from 12 <sup>th</sup> Jan, 2022 to 11 <sup>th</sup> Jan, 2025, subject to shareholder's approval.	w.e.f. 12 <sup>th</sup> January, 2022 as an Additional Director.
Expertise in specific functional areas and experience	<p>He is a promoter of the Company. He is having experience of more than 15 years in the field of Real estate, Investments and Securities etc. He has been associated with various corporates in related with business strategies, Acquisitions and Investments in various capacities.</p> <p>He possesses the expertise in Finance in the key areas of Project Appraisal, Real Assets Management, he has been key instrumental in developing the brand creation of the Company through his multifield expertise in various industries. He has been instrument routine operational activities of our Company and formulation of business policies, strategies etc.</p> <p>He has only been the guiding</p>	<p>He has a professional experience of more than 3 decades mixed in Practice and Industry. Currently director in ECOVIS RKCA Advisors Ltd, leading Indirect Tax Professional in India specialized in Goods and Service Tax. Senior Visiting Faculty of Institute of Chartered Accountants of India , BSE Institute Ltd, Team member of Core Committee of ICAI-WIRC on GST and Eminent Faculty on the Panel of Confederation of Indian Industries (CII ) on GST.</p> <p>He has authored books on GST, addressed 200 plus seminars and published more than 100 articles in leading tax journal on GST. Specialised in risk compliances, regulatory compliances and litigations. He has handled various roles as a CA Professional in the Corporate World. He was the Chief Financial Officer of MCX</p>







Name of Director	Yatin Bhupendra Shah	Hemant Vastani
	<p>factor in enhancing of brand image of the Company in various sectors including Real sector by using IT skill etc. in a dynamic ways.</p> <p>He possesses product management skill, Leadership Skill and expertise in IT and Digital segment.</p>	<p>(Multi Commodity Exchange of India). Pivotal in corporate structuring &amp; fund raising for start-ups through structured banking products and PE/HNI funding. Enterprising leader with excellent communication.</p>
<b>Relationship between Directors inter se, Manager and other Key Managerial Personnel.</b>	He is the Promoter of the Company and Relative of Mr. Hardik Manoj Shah.	Nil
<b>Directorships in other Listed Companies.</b>	Nil	Nil
<b>Membership of Committees in other Listed Companies (includes only Audit &amp; Stakeholders' Relationship Committee.</b>	Nil	Nil
<b>No. of Shares held in the Company.</b>	44,30,000 Shares	1,00,000 Shares

