

HKG LIMITED

CIN: L51909MH2010PLC340313

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

Phone: 022 28068044, Website: www.hkglimited.com; Email: info@hkglimited.com

Date: 8th March, 2021

To,
Department of Corporate Services,
BSE LIMITED
P. J. Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir/Ma'am,

Subject: Submission of Notice of Postal Ballot of HKG Limited

Ref: Scrip Code: 539097

With reference to the captioned subject mentioned above and Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, we are enclosing Postal Ballot notice dated 27th February, 2021, as sent to the Members on their registered Email address.

The e-Voting period commences on Tuesday, the 9th March, 2021 at 9.00 a.m. and ends on Wednesday, the 7th April, 2021 at 5.00 p.m.

Kindly arrange to take the same on your record.

Thanking You,

For HKG LIMITED

MEET PARESH
SHAH

Digitally signed by
MEET PARESH SHAH
Date: 2021.03.08
13:44:35 +05'30'

Mr. Meet Paresh Shah

Non-Executive Non-Independent Director

DIN: 08800947

Place: Mumbai

HKG LIMITED

CIN: L51909MH2010PLC340313

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

Phone: 022 28068044, Website: www.hkglimited.com; Email: info@hkglimited.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies Management and Administration) Rules, 2014 and other applicable rules made thereunder read with the MCA Circulars (as mentioned below) in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19 issued by the Ministry of Corporate Affairs, Government of India]

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘**Companies Act**’), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**SEBI Listing Regulations**’), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings (‘**SS-2**’), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, that it is proposed to seek the consent of the shareholders (‘**Members**’) of **HKG Limited (the “Company”)**, for the resolutions appended herein below through postal ballot (‘**Postal Ballot**’) by way of remote electronic voting(‘**E-voting**’) instead of submitting the Postal Ballot Form.

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the ‘**MCA**’) vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 and General Circular No.22/2020 dated June 15, 2020 and General Circular No. 39/2020 dated 31st December 2020 (the ‘**MCA Circulars**’) and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the Company proposes for passing of resolutions as per this Postal Ballot Notice. In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted

only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring Members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(s) only by Postal Ballot upto June 30, 2021 till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, its Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. 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 this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The e-voting period commences on Tuesday, the 9th March, 2021 at 9.00 a.m. and ends on Wednesday, the 7th April, 2021 at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars and thereafter record your assent or dissent by means of remote E-Voting system only provided by the Company.

The Board of Directors of the Company has appointed Mr. Jaymin Modi, (ACS- 44248, CP -16948), Proprietor M/s Jaymin Modi & Co. Practicing Company Secretary, Bhayander (East) – Thane as the Scrutinizer, for conducting the postal ballot e-voting process in a fair and transparent manner. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P.M. IST on Wednesday, 7th April, 2021, failing which it will be strictly considered that no reply has been received from the Member.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before Thursday, 8th April, 2021, at any time before 6:00 P.M. IST and along with the Scrutinizer's report, be displayed at the Registered Office of the Company, communicated to the Stock Exchange and will also be uploaded on the Company's website- www.hkglimited.com.

The proposed Ordinary and Special Resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. **Wednesday, 7th April, 2021**.

SPECIAL BUSINESS

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, or any statutory modification(s), amendment or re-enactment thereof and subject to such approvals, permissions, and sanctions, if any, as may be necessary from any concerned authorities, the Authorised Share Capital of the Company be and is hereby increased from Rs.4,00,00,000/- (Rupees Four Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 2/- (Rupees Two) each to Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs.2/- (Rupees Two) each."

ITEM NO. 2: ALTERATION OF MEMORANDUM OF ASSOCIATION 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 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder, the Memorandum of Association of the Company be and is hereby altered by Substituting the existing clause V with the following:

V. The Authorized Share Capital of the Company is Rs.14,00,00,000/- (Rupees Fourteen Crores only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs.2/- (Rupees Two only) each. The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the Capital of the Company (including the original Capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013.

The Company shall have power from time to time to increase or reduce its capital. The shares forming part of the Capital (original, increased or reduced) of the Company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

By Order of the Board of Directors
For HKG Limited,

Sd/-

Mr. Rajesh Shah
Managing Director

DIN: 02057050

Place: Mumbai

Date: 27th February, 2021.

Notes:

a) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts in respect of the aforesaid resolutions is annexed hereto.

The Postal Ballot Notice is being published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services(India)Limited(“CDSL”)as on Friday, 5th March, 2021 and is also being sent to the Members who already have their email IDs registered with the Company /RTA / Depositories, in accordance with the provision of the Companies Act, 2013, read with Rules made there under and Ministry of Corporate Affairs, Government of India’s Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 and General Circular No.22/2020 dated June 15, 2020 and General Circular No. 39/2020 dated 31st December 2020 . A person who is not a Member as on Friday, 5th March , 2021, should treat this Postal Ballot Notice for information purposes only. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.hkglimited.com the relevant section of the website of the Stock Exchange on which the Equity Shares of the Company are listed and the website of NSDL <https://www.evoting.nsdl.com>.

b) The Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e., NSDL/CDSL as on Friday, 5th March, 2021 (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail ID with the Company /Depositories), shall be entitled to vote in relation to the resolution specified in this Postal Ballot Notice.

c) In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and incompliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations ,2015 as amended from time to time, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the Company is pleased to offer remote e-voting facility to all the Members of the Company.

d) The Company has appointed NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 and General Circular No.22/2020 dated June 15, 2020 and General Circular No. 39/2020 dated 31st December 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/proxies. The detailed procedure with respect to E-voting is as follows.

e) The Company will send this Postal Ballot 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.

f) Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode and who have not registered/updated their email addresses with the Company are requested to register/update their email addresses by writing to the Company or Company's Registrar and Share Transfer Agent, Bigshare Services Pvt. Ltd at ipo@bigshareonline.com along with the copy of the signed request letter mentioning the name, address and folio number, self attested copy of the PAN Card, copy of the share certificate(front and back),and self-attested copy of any document (e.g.: Adhere Card, Driving License, Election Identity Card, Passport).

g) The remote e-voting period commences on **Tuesday, 9th March, 2021, at 9:00 A.M. IST and ends on Wednesday, 7th April, 2021 at 5:00 P.M. IST**. The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **Friday, 5th March, 2021** may cast their votes by electronic means in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is Cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on **Friday, 5th March, 2021** subject to the provisions of the Companies Act, 2013, as amended.

h) The Board of Directors of the Company has appointed Mr. Jaymin Modi, (ACS - 44248, CP - 16948), Proprietor M/s Jaymin Modi & Co. Practicing Company Secretary, Bhayander (East) - Thane as the Scrutinizer, for conducting the postal ballot e-voting process in a fair and transparent manner.

i) You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P.M. IST on Wednesday, 7th April, 2021, failing which it will be strictly considered that no reply has been received from the Member.

j) After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before Thursday, 10th April, 2021, at any time before 6:00P.M.IST.

k) 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. Wednesday, 7th April, 2021. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.

l) All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's website www.hkglimited.com to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. Wednesday, 7th April, 2021.

m) To support the "Green Initiative" Members who have not registered their email addresses so far are requested to register their e-mail address with the Company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode.

n) The instructions and other information relating to e-voting are as under:

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

How to Log-into 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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is

5. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 with a copy marked to 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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION

102 OF THE COMPANIES ACT, 2013

ITEM 1 & 2

Presently, the Authorised Share Capital of your Company is Rs. 4,00,00,000/- (Rupees Four Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 2/- (Rupees Two) each.

Considering the overall business growth and operational needs of the Company, the Company has proposed to raise additional capital, as mentioned in the Outcome of Board Meeting dated 27th February 2021, by way of rights issue of Equity Shares, and / or any other financial instruments. The issue of securities shall be in accordance with applicable laws, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, subject to such approvals, as may be required under the applicable laws ("Rights Issue").

The proposed aforesaid increase of share capital would require increase in the Authorized Share Capital of the Company. Therefore, it is proposed to increase the Authorised Share capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 2/- (Rupees Two) each to Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs.2/- (Rupees Two) each."Consequently, the existing Clause V of the Memorandum of Association needs to be altered accordingly. Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested in these Resolutions.

By Order of the Board of Directors

For HKG Limited,

Sd/-

Mr. Rajesh Shah

Managing Director

DIN: 02057050

Place: Mumbai

Date: 27th February, 2021.