



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, **Email:** 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

To the members of the Company,

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 Circulars No. 14/2020 dated 8th April, 2020, No.17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June 2021, No. 20/2021 dated 8th December, 2021 and General Circular No.3/2022 dated 05th May, 2022 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 read with rules made thereunder on account of COVID-19-Extension of time” issued by the Ministry of Corporate Affairs (“MCA”) and pursuant to Regulation 44 of the 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 Resolutions through Postal Ballot by the members of **HKG LIMITED** (“the Company”) only by way of Remote E-voting process.

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 item 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 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”) as the agency 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 **22nd October, 2022, 9.00 a.m. (IST) onwards to 20th November, 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 19th October, 2022 has appointed M/s Shalu Singhal, (Membership no. 32682) Proprietor of M/s. Shalu Singhal & Associates), Practicing Company Secretaries, CP No. 12329, 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 or Company Secretary of the Company on or before Monday, 21st November, 2022 at the Company's registered office. In addition to the results being communicated to Stock Exchange, the results along with Scrutinizer's report will also be placed on Company's website viz. www.hkglimited.com and shall also be displayed at the Company's registered office.

The Resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., **Sunday, 20th November, 2022.**

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

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MR. NIKHIL UMESH KATTI (DIN: 02505734) AS NON-EXECUTIVE AND NON INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Section 152 & 161 of the Companies Act, 2013 (“the Act”) and the rules made thereunder and Articles of Association of the Company, Mr. Nikhil Umesh Katti (DIN: 02505734), who was appointed as an Additional Non-Executive Director of the Company w.e.f. 19th October, 2022 in terms of Section 161(I) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of 13th Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria of the Act and who is eligible for appointment, be and hereby appointed as Non-Executive Director of the Company w.e.f. 19th October, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

ITEM NO. 2: APPOINTMENT OF MRS. PRATIBHA PRAMOD MUNNOL (DIN: 07852508) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other law as may be applicable, Mrs. Pratibha Pramod Munnol (DIN: 07852508), who was appointed as an Additional Non-Executive Independent Director of the Company in the Board meeting held on 19th October, 2022, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of Five years with effect from 19th October, 2022, on such terms and conditions and remuneration as the Board of Directors may deem fit.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

ITEM NO. 3: APPOINTMENT OF MR. BASAVARAJ VEERAPPA HAGARAGI (DIN: 07852512) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other law as may be applicable, Mr. Basavaraj Veerappa Hagaragi (Din: 07852512), who was appointed as an Additional Non-Executive Independent Director of the Company in the Board meeting held on 19th October, 2022, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of Five years with effect from 19th October, 2022, on such terms and conditions and remuneration as the Board of Directors may deem fit.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

ITEM NO. 4: SHIFTING OF REGISTERED OFFICE FROM THE STATE OF MAHARASHTRA TO THE STATE OF KARNATAKA

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and 110 other applicable provisions of Companies Act, 2013, read with rule 30 of the Companies (Incorporation) Rules, 2014 and rule 20 and 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government, the consent of the Members of the Company be and is hereby accorded for shifting of registered office from the State of Maharashtra to the State of Karnataka and that the Clause II of the Memorandum of Association of the Company be substituted and replaced as the follows:

II. The Registered office of the Company will be situated in the State of Karnataka.

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company shall be shifted from C Wing, Madhusudan Building, Opp Dev Nagar, New Sai Baba Nagar, Kandivali West, Mumbai-400 067 situated under the jurisdiction of the Registrar of Companies, Mumbai to UR Building, Basaweshwar Circle, Bellad Bagewadi, Taluk- Hukeri, Dist- Belagavi, Pincode-591305 situated under the jurisdiction of Registrar of Companies, Karnataka (For the State of Karnataka).

RESOLVED FURTHER THAT the Members of the Company hereby authorise the Board to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.

RESOLVED FURTHER THAT any one Director of the Company and/ or the Company Secretary of the Company be and is hereby authorized severally to furnish certified true copy of the resolution as and when required."

ITEM NO. 5: ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Objects of the Memorandum of Association (the "MoA") of the Company by substituting the Existing objects as mentioned in Clause III (A) with following objects in Clause III (A) and to replace existing Clause III (B) with new objects from 1 to 38 in Clause III (B) as matters which are necessary for furtherance of the objects specified in clause III(A) of the MoA as mentioned below:

III (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To purchase, manufacture, produce, boil, prepare, brew, import, export, buy, sell and generally to deal in all varieties of sugar candy, jaggery, khandasari sugar, sugar beet, sugar cane, molasses, syrups, melada, alcohol, spirits and all products and by-products, thereof such as confectionery, glucose, bagasse boards, paper, paper pulp, alcohol, acetone, carbondioxide, hydrogen, potash, cane wax, fertilizers, cattle feed and food products generally.
2. To plant, cultivate, produce and raise and/or get cultivated through others or purchase sugar cane, sorghum, sugar beet sago, palmyra juice and crops or raw materials used in the production of sugar and its products and by-products.

3. To buy, develop, erect, install, engage generators, turbines, apparatus and other equipments to generate electricity for the business of the company using coal, oils, water, any other substances, solar energy, wind energy, atomic energy or any other form of energy, and to buy, distribute and utilize electricity for the aforesaid business or otherwise.

III (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:—

1. To buy, sell export and deal in all kinds of raw materials, intermediaries derivative, by-products, residuals, finished products and any kind of chemicals or other substance required in the aforesaid business.
2. To buy, sell, process, import, and deal in all substances, apparatus, machinery tools, stores and spares connected with the main objects and to establish and maintain workshop, tool shops, improvements refinements or otherwise to benefit the company.
3. To manufacture, utilise, buy or sell gas, steam, water, heat energy in any form including cooling, air conditioning and refrigeration, for the business of the Company.
4. To establish, start and promote factories and set up plants, render consultancy service and engage in research and development activities and to maintain, render assistance and service of all and every kind or any description for designing, engineering, manufacturing, altering, improving, trading, importing of all type of activities stated in clause I above.
5. To procure and supply water and thereof to sink wells and shafts, and to make build, construct, lay down and maintain reservoirs, water works, canals, cisterns, culverts, filters, beds, pipes and appliances; and to execute and do all other things as would be convenient for obtaining, sorting, delivering, measuring, using and distributing water.
6. To purchase, construct, build, maintain, charter, freight, hire or otherwise obtain the possession of trucks, tankers, tractors, railways, tramways, wharves, tiers, ships, launches, boats and vessels of all means; and use and dispose of and to purchase or otherwise acquire any shares of interest in any mode and kind of transport or possess interest in the same for the business.
7. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, structures, office, factories, mills, shops, machinery, engines, roadways, tramways, railway sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which may seem calculate directly or indirectly to advance the interests of the company; and join with any other person or company in doing any these things.
8. To establish, engage, promote, provide, assist or otherwise subsidies laboratories, libraries, educational institutions, organizations and experimental workshops to do research and development works and experiments in connection with the aforesaid business; and to organize, subsidies, assist conference, meetings, lectures and to provide, contribute, award scholarships prizes to students or otherwise to encourage and promote investigations, experiments, test and inventions which will directly or indirectly benefit the company.
9. To make part in management, supervision or control of the business or operation of any company or undertaking of its own or otherwise and for that purpose to appoint director, accountants, experts, officers, technical consultant or employees and remunerate any of

them whether by cash or by the allotment of shares, debentures or other securities of the company as paid in full or in part or otherwise.

10. To establish, create, provide any association, trust, fund, institution, endowment or charity for the welfare of the directors, trustees or employees or ex-directors, extrustees or ex-employees of the company or dependents of any of them, by way of contributing to buildings or houses, loans, contributions, grants, pensions, allowances, bonus, or other payments or insurance, medical aid, recreations, crèches, canteens or other assistance.
11. To improve, manage, develop, grant right, privileges in respect or otherwise deal with all or any part of the property and right to the company and in particular to level, clear, fence land and establish towns, villages and settlements.
12. To plant cultivate, irrigate, grow, produce and deal in agricultural and other vegetable products and fruits of any kind, and /or carry on all or any business of farmers, dairying, milk contractors, dairy farmers, millers and all kind of growers and buy, sell and trade in corn hay seeds, nuts and other agricultural products and vegetable products.
13. To purchase, take on lease or otherwise acquire any property, rights or privileges which the company may think necessary or convenient for the purpose of its business or stock may enhance the value of land, building, easements, machinery, plants, vehicles, stock-in-trade or any other property of the Company.
14. To acquire by purchase or otherwise the whole or any part of the undertaking and assets of any business within the objects of the company and any of the lands, buildings, wells, plants, engines, machinery, furniture, vehicles, privileges, rights, contracts of property used in connection therewith and upon any such purchase to undertake the liabilities of any such company, association, partnership, person or otherwise.
15. To enter into a partnership agreement, arrangement, understanding or associate with any Indian or foreign company, body corporate, firm or individuals for sharing profits, union of interests, co-operation, joint ventures or engaged in or about to carry on or engage in any business or body corporate carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction wherewith or which is capable of being conducted so as to directly or indirectly, benefits the company.
16. To sell, lease, mortgage or otherwise dispose of any of the concessions, rights interests, lands, premises, plant, machinery, apparatus and any other property or assets or undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, whether fully or partly paid, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
17. To act either as principals, agents, contractors, wholesalers, retailers, dealers, trustees or otherwise and by or through trustees, agents or otherwise either alone or in conjunction with others.
18. To establish, promote, concur in establishing or promoting any company for the purpose of acquiring all or any of the property, rights and liabilities of any Company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to

place or guarantee the placing, underwrite, subscribe or otherwise acquire all or any part of the shares debentures or other securities of any such company.

19. To invest and deal with moneys of the Company in any manner to subscribe, acquire, purchase or otherwise to hold shares or stocks or other securities of any company, organization or undertaking in India or abroad and upon a distribution of assets or division of profit to distribute any such shares, stock or obligations amongst the Members of the Company in space.
20. To lend and advance money or give credit to any persons, firm, organization or company on such terms as may seem expedient, in particular to customers and others having dealing with the Company and to guarantee the performance of any contracts or obligation and the payment of money by any such persons, firms, organizations or companies and generally to give guarantees and indemnities without conducting any banking business as defined under the Banking Regulation Act, 1949.
21. To borrow or raise or secure the payment of money for the purchases of the Company in such manner and on such terms as may seem expedient and in particular in the issue of debentures or debenture stock whether perpetual or otherwise and changed or not changed upon the whole or any part of the Company, both present and future, include the uncalled capital without conducting any banking business as defined under the Banking Regulation Act 1949.
22. To issue, place, underwrite or guarantee the subscription of, concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by status or otherwise, at such times and upon such terms and conditions as to remuneration or otherwise as may be agreed upon.
23. To contribute, give, donate, subscribe to any social, charitable or religious, institution for promoting the social and economic, welfare or uplift of the public in any rural area or otherwise, and to carry out schemes and programmes announced by any Government from time to time which may be conducive to any business that may be carried by the Company subject to the provision of Companies Act, or any enactments in force.
24. To pay for the property or rights acquired by the company either in cash or fully or partly paid shares with or without preferred or deferred rights in respect of dividends, or repayments of capital or otherwise or by any securities which the company has power to issue and partly in one mode and partly in another and generally on such terms as the Company may determine.
25. To pay out of the funds of the Company all expenses which the company may lawfully pay with respect to the formation and registration of the company of the issue of its capital including brokerage and commissions for obtaining application for or taking place or undertaking of procuring the underwriting shares, debentures or other securities of the Company.
26. To draw, make, accept, endorse, negotiate, discount, execute or issue promissory notes, bills of exchange, bills of lading, warrants, scripts and other negotiable or transferable instruments.

27. To enter into any agreement or arrangement with any Government or Authority, Municipal, local or otherwise, Corporation, Company or person in India or abroad that may seem conducive to the objects of the company, may think it desirable; and to carry out exercise and comply with such arrangement or agreement.
28. To apply, promote or obtain any Act, character, privilege, concessions, grants, decree, right, license or authorization of any Government, Sovereign State or Municipality, provisional order or license of any authority for enabling the company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated directly to prejudice the interests of the Company.
29. To apply for purchase or otherwise acquire and protect and renew in any part of the world, any patents, rights, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses in expend money to experimenting upon testing or improving any such patents, invention or rights.
30. To initiate or agree to refer to arbitration or conciliation of any dispute, present or future between the company and any other company, firm, individual of other part and to submit the same to arbitration or conciliation in India or abroad either in accordance with Indian or any foreign system of law.
31. To indemnify and keep indemnified members, officers, directors, agents, servants or employees of the company against proceeding, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the company and for any loss, damage or misfortune whatever and which shall happen in execution of the duties of their or relation thereto, subject to the provisions of the Companies Act 1956 or any other enactments in force.
32. To create, maintain, any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for repairing, improving, extending, maintaining to developing any of the properties of the company or for any other purpose conducive to the interest of the company as per the provisions of the Companies Act, 1956 or any other enactments or otherwise.
33. To issue with any persons, firm, association or company against losses, damages, risk and liabilities of any kind which may affect the company rather wholly or partly; an if thought fit, effect any such insurance by joining or becoming a member of any mutual insurance, protection or indemnity association, federation or society, and to accept any such insurance of any part thereof for the account of the company.
34. To explore, examine, investigate, test, make experiments, obtain reports, opinions of experts, certificates, analysis, surveys, plans, descriptions, or information in relation to any property or rights which the Company may acquire or become interested in or may propose to acquire or become interested in or with the view of discovering properties or rights which the company may acquire or become interested in and to engage, employ, pay fees to retain the service of and send agents, explorers, experts, engineers, lawyers, counsel and others to any part of the world.

35. To distribute among the members in space any property of the company, or any proceeds of the sale or disposal of any property of the company in the event of its being wound up and for such purpose to distinguish and separate with the sanction if any for the time being required by law.
36. To buy, sell, deal, make, use, impart and export any packing materials including bottles, boxes, carton, tubes, papers or others packing devices; and to print, publish books, brochures, pamphlets, labels, handouts and others for the aforesaid business.
37. To hold or promote competitions of any description which may be calculated to increase the business of the Company or to advertise or promote the sale of any of its products or in which it is interested and to give prizes in connection with competition or otherwise, consisting of cash or other terminable payments, gifts in kind, or any other description of bonus or reward, or any rights, privileges or advantages which is in the power of the Company to confer.
38. To do all or any of the above objects in any part of India.

RESOLVED FURTHER THAT Director of the company be and hereby severally authorized to file, sign, verify and execute all such e-forms with Registrar of companies, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.”

ITEM NO. 6: CHANGE OF NAME OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 4(4), Section 13 read with Rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), as approved by the Central Registration Centre (CRC), Ministry of Corporate Affairs, the consent of the members of the Company be and is hereby accorded to change the name of the Company from **“HKG LIMITED”** to **“UR SUGAR INDUSTRIES LIMITED”**.”

RESOLVED FURTHER THAT the name “HKG LIMITED” wherever it occurs in the Memorandum and Articles of Association of the Company is substituted by the new name **“UR SUGAR INDUSTRIES LIMITED”**.

RESOLVED FURTHER THAT Directors of the Company, be and are hereby are hereby authorized to delegate all or any of the aforesaid powers in favour of any person / official / Consultants / Practicing Company Secretary / Law firm etc, to act, represent and appear before any Statutory authority for and on behalf of the Company for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT Directors of the Company, be and are hereby are hereby authorized to do all such acts, things, deeds and matters as may be necessary or expedient to give effect to the aforesaid Resolution, including, but not limited to filing of necessary statutory documents with concerned Central Registration Centre (CRC), Ministry of Corporate Affairs and other statutory authorities, as applicable.”



**By Order of the Board of Directors
For HKG Limited
Sd/-
Ankita Gupta
Company Secretary & Compliance Officer**

Place: Mumbai

Date: 19th October, 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 special businesses is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on 19th October, 2022 has appointed M/s. Shalu Singhal & Associates, Practicing Company Secretary firm (Membership No. 32682 & COP No. 12329) 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 14th October, 2022. The Postal Ballot Notice will also be available on the Company's website at www.hkglimited.com.
4. On The Ministry of Corporate Affairs, Government of India (MCA), in terms of the General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020 and General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/ 2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June 2021 and No. 20/2021 dated 8th December, 2021 and General Circular No.3/2022 dated 05th May, 2022 (collectively referred to as “MCA Circulars”) in view of the current extraordinary circumstances due to Covid -19 pandemic has advised the Companies to take all decisions of urgent nature requiring members approval, where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules made thereunder without holding a general meeting that requires physical presence of members at a common venue.
5. The voting period begins on **22nd October, 2022**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form as on the cut-off date of **20th November, 2022**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
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 ID's 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 [bssdelhi@bigshareonline.com] or to the Company at 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 **21st November, 2022**. The results of the Postal Ballot will be hosted on the website of the Company viz. 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 Chairman, or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairman and it will display at Company's Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.

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., 20th November, 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 14th October, 2022.

11. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.

12. 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., 20th November, 2022.

13. 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.

PROCEDURE / INSTRUCTIONS FOR REMOTE E-VOTING:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P /2020/242 dated 09th December 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.

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for

	<p>casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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.
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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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 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 101456001***

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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.
 - 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 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.

Step 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 shalucs079@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 1020 990 and 1800 22 44 30 or send a request at 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).
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). 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 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 SETS OUT ALL MATERIAL FACTS PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1:

The Board of Directors of the Company has appointed Mr. Nikhil Umesh Katti (DIN: 02505734) as an Additional (Non-Executive) Director of the Company with effect from 19th October, 2022, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under, to hold office up to the date of the 13th Annual General Meeting. Considering the knowledge and experience of Mr. Nikhil Umesh Katti (DIN: 02505734), the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Nikhil Umesh Katti (DIN: 02505734) as a Non-Executive Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mr. Nikhil Umesh Katti (DIN: 02505734) (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Details of Mr. Nikhil Umesh Katti (DIN: 02505734) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to this Notice..

The Board hereby recommends passing of the said resolution set out at item no. 1 by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. Lava Ramesh Katti, Managing director of the Company and Mr. Nikhil Umesh Katti (DIN: 02505734) to whom the resolution relates, is interested, or concerned in the aforesaid resolution.

ITEM NO. 2 :

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mrs. Pratibha Pramod Munnol (DIN: 07852508) as an Additional Non-Executive Independent Director of the Company for a term of 5 five consecutive years with effect from 19th October, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective 1st January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mrs. Pratibha Pramod Munnol (DIN: 07852508) would require the approval of the members of the Company by way of Special Resolution.



Mrs. Pratibha Pramod Munnol (DIN: 07852508) is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. The Company has also received declaration from Mrs. Pratibha Pramod Munnol (DIN: 07852508) that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations.

In the opinion of the Board, Mrs. Pratibha Pramod Munnol (DIN: 07852508) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Pratibha Pramod Munnol (DIN: 07852508) is independent of the management and possesses appropriate skills, experience and knowledge to serve as Independent Director on the Board of the Company.

Additional Details of Mrs. Pratibha Pramod Munnol (DIN: 07852508), pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at "Annexure" to this Notice.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Letter of appointment of Mrs. Pratibha Pramod Munnol setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Save and except Mrs. Pratibha Pramod Munnol, none of the other Directors/ Key Managerial Personnel of the Company and their relatives thereof is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the Special resolution set out in the Notice for approval by the members.

ITEM NO. 3 :

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Basavaraj Veerappa Hagaragi (Din: 07852512) as an Additional Non-Executive Independent Director of the Company for a term of 5 five consecutive years with effect from 19th October, 2022.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective 1st January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Basavaraj Veerappa Hagaragi (Din: 07852512) would require the approval of the members of the Company by way of Special Resolution.



Mr. Basavaraj Veerappa Hagaragi (Din: 07852512) is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Basavaraj Veerappa Hagaragi (Din: 07852512) that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations.

In the opinion of the Board, Mr. Basavaraj Veerappa Hagaragi (Din: 07852512) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Basavaraj Veerappa Hagaragi (Din: 07852512) is independent of the management and possesses appropriate skills, experience and knowledge to serve as Independent Director on the Board of the Company.

Additional Details of Mr. Basavaraj Veerappa Hagaragi (Din: 07852512), pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at “Annexure” to this Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Letter of appointment of Mr. Basavaraj Veerappa Hagaragi (Din: 07852512) setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode.

Save and except Mr. Basavaraj Veerappa Hagaragi (Din: 07852512), none of the other Directors/ Key Managerial Personnel of the Company and their relatives thereof is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the Special resolution set out in the Notice for approval by the members.

ITEM NO. 4:

The Board of Directors in their meeting held on 19th October, 2022 analyzed that the shifting of the registered office from the State of Maharashtra to the State of Karnataka is in the best interest of the Company, shareholders and all concerned parties and shall in no manner adversely affect the existing client base, creditors or operations or employees of the company. This shifting would enable the Company to handle its business activities more efficiently and it will enhance the business activities by exploring more business opportunities.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution.

A copy of the Memorandum as on date and a copy indicating the proposed amendment is available for inspection at the registered office of the Company on any working day during office hours from 10.00 a.m. to 6.00 p.m. except Saturdays between 10.00 a.m. and 2.00 p.m. up to 20th November, 2022.



None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

Therefore, your Board of Directors recommends passing the resolution(s) set out in Item No. 4 as Special Resolution for shifting the registered office from the State of Maharashtra to the State of Karnataka and for altering Clause II of the Memorandum of Association of Company.

ITEM NO. 5:

Currently, the Company is engaged in the business activities per the Objects mentioned in Clause III(A) of Memorandum of Associates of the Company. However, in view of the development in the various other industries, there are various opportunities where the Company can enter and pursue the business operations more efficiently. Hence, the Company needs to align its object as per the new business activity by altering its object clause of Memorandum of Association.

In view of the same, the Board of Directors of the Company in its meeting held on 19th October, 2022 decided to alter the existing Objects of the Memorandum of Association (the "MoA") of the Company by substituting the Existing objects as mentioned in Clause III (A) with new objects in Clause III (A) and to replace objects from 1 to 38 in Clause III (B) as matters which are necessary for furtherance of the objects specified in clause iii(a) of the MoA as mentioned in the Resolution no. 5 of this Notice.

This is to further inform that in terms of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, Company is required to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of object clause. Such Alteration in the Main Objects and in ancillary objects would require the approval of members by passing Special Resolution.

A copy of the Memorandum as on date and a copy indicating the proposed amendment is available for inspection at the registered office of the Company on any working day during office hours from 10.00 a.m. to 6.00 p.m. except Saturdays between 10.00 a.m. and 2.00 p.m. up to 20th November, 2022.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

Therefore, your Board of Directors recommend passing the resolution(s) set out in Item No. 5 as Special Resolution.

ITEM NO. 6:

It is proposed to change the name of the Company to rebrand the name of the Company in line with the business of the Company, and therefore, Board of Directors in its meeting held on 19th October, 2022 suggested to change the name of the Company; it was decided by the Board to change the name of the Company from "**HKG LIMITED**" to "**UR SUGAR INDUSTRIES LIMITED**".

The Board of Directors of the Company had, at its meeting held on 14th October, 2022 resolved that, the name of the Company be changed from "**HKG LIMITED**" to "**UR SUGAR INDUSTRIES LIMITED**", which was subsequently approved by the Central Registration Centre



(CRC), Ministry of Corporate Affairs vide letter dated 19th October, 2022 and accordingly Clause I (Name Clause) in the Memorandum of Association of the Company and the name “HKG LIMITED” wherever it occurs in the Memorandum and Articles of Association of the Company is substituted by the new name “**UR SUGAR INDUSTRIES LIMITED**”.

Therefore, the Board of Directors recommends passing the Special Resolution for the purpose of change of name of the Company. None of the Directors are in any way concerned/interested or concerned in any way in the proposed Resolution.

**By Order of the Board of Directors
For HKG Limited
Sd/-
Ankita Gupta
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: 19th October, 2022**

ANNEXURE TO THE NOTICE

Information pursuant to the Secretarial Standards on General Meetings (SS- 2) and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Details of Directors seeking appointment

Particulars	Mr. Nikhil Umesh Katti	Mr. Basavaraj Hagaragi	Mrs. Pratibha Munnolli
Age	39 years	67 Years	37 Years
Qualifications	He holds a Bachelor degree of Business Administration from Karnataka University, Dharwad as well as a degree of Masters in Business Administration (MBA) in International Marketing from the University of Wales.	He has completed his Bachelor degree of Arts from Karnataka University.	She holds Bachelor degree in Ayurvedic Medicine and Surgery from Rajiv Gandhi University of Health Sciences, Karnataka.
Terms and Conditions of Appointment	Retire by rotation	As per the resolution set out in this Notice read with the Statement	As per the resolution set out in this Notice read with the Statement
Remuneration last Drawn	Not Applicable	Sitting Fee is paid for attending the Board and relevant Committee Meeting.	Sitting Fee is paid for attending the Board and relevant Committee Meeting.
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Brief Resume	Mr. Nikhil Katti, aged 37 years, is the Director of our Company. He holds a Bachelor degree of Business Administration from Karnataka University, Dharwad as well as a degree of Masters in Business Administration (MBA) in International Marketing from the	Mr. Basavaraj Hagaragi, aged 65 years, is the Non-Executive Independent Director of our Company. He has completed his Bachelor degree of Arts from Karnataka University. He has over 23 years of	Mrs. Pratibha Munnolli, aged 35 years, is the Non-Executive Independent Director of our Company. She holds Bachelor degree in Ayurvedic Medicine and Surgery from Rajiv

Particulars	Mr. Nikhil Umesh Katti	Mr. Basavaraj Hagaragi	Mrs. Pratibha Munnolli
	University of Wales. He is having over 11 years experience in the sugar industry. He is also involved in the marketing of the products of our Company and has been instrumental in the brand positioning and expansion of our Indian Made Liquor (IML) products. He is also a Member of Zilla Panchayat Ammanagi.	experience in Banking Sector. He has worked in BDCC Bank as Branch Manager, Senior Manager since 1981 and was promoted as General Manager in 2007. He is currently retired.	Gandhi University of Health Sciences, Karnataka. She has more than 8 years of experience as medical practitioner.
Expertise in specific functional areas and experience	Formation of Business Policies, Strategies and Development.	Banking and Finance	Healthcare and Medical.
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel of the Company Other than Mr. Lava Ramesh Katti (Din 02777164) Managing Director of the Company	Not related to any other Director / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Shareholding	Nil	Nil	Nil
Directorships held in other companies (including Listed Companies)	1. VISHWARAJ SUGAR INDUSTRIES LIMITED 2. U R AGROFRESH PRIVATE LIMITED 3. VISHWARAJ INFRASTRUCTURE PRIVATE LIMITED 4. UK27 HOSPITALITY SERVICES (INDIA) LIMITED	1. VISHWARAJ SUGAR INDUSTRIES LIMITED	1. VISHWARAJ SUGAR INDUSTRIES LIMITED
Memberships/ Chairmanships of committees of other companies	Member of Stakeholders' Relationship Committee of VISHWARAJ SUGAR INDUSTRIES LIMITED	Chairperson of the Nomination and Remuneration Committee of VISHWARAJ SUGAR INDUSTRIES LIMITED	Member of the Nomination and Remuneration Committee of VISHWARAJ SUGAR INDUSTRIES LIMITED Member of the Corporate Social Responsibility Committee of VISHWARAJ SUGAR

Particulars	Mr. Nikhil Umesh Katti	Mr. Basavaraj Hagaragi	Mrs. Pratibha Munnolli
			INDUSTRIES LIMITED
Date of First appointment on the Board	19 th October, 2022	19 th October, 2022	19 th October, 2022
Number of meetings of the Board attended during the financial year (FY 2022-23)	Not Applicable	Not applicable	Not Applicable