

HKG LIMITED

CIN: L51909DL2010PLC208333

(Formally Yogya Enterprises Limited)

Registered & Corporate Office: C Wing, Madhuban Building, Opp. Dev Nagar, New Sai Baba Nagar, Kandivali West, Mumbai 400067. Phone & Fax No. 011-43763300

Email id: info@hkglimited.com

Website: www.hkglimited.com

NOTICE OF POSTAL BALLOT

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

Dear Shareholders,

Notice is hereby given pursuant to section 110 of Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing obligations and Disclosures Requirement) Regulations, 2015, that the draft resolutions set out below are proposed to be passed by Postal Ballot as special resolutions.

Accordingly, the draft resolutions and the explanatory statements pursuant to Section 102 of the Act are being sent, to all the members through e-mail to all members who has a registered e-mail Id, for consideration and consent.

As required under the provisions of Section 108, 110 and other applicable provisions, if any of the Act and the rules as applicable in that regard and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. Accordingly, members shall has to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

The Company has appointed Mr. Gagan Goel (Membership No.- 30824) of M/s. Gagan Goel & Co, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal ballot Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The Result of the voting by Postal Ballot will be announced on 11th July, 2020 at the registered office and corporate office of the Company at C Wing, Madhusudan Building, Opp. Dev Nagar, New Sai Baba Nagar, Kandivali West, Mumbai - 400 067. The Result and the report of Scrutinizer on the postal ballot shall be communicated to the BSE Limited where the Equity shares of the Company are listed and will also be displayed on the Company's Website at www.hkglimited.com. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. 11th July, 2020.

The said notice of Postal ballot is being placed on the Company's website viz www.hkglimited.com for perusal by the Members.

ITEM NO. 1

SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- EACH TO RS. 2/- EACH PER SHARE

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, as may be necessary from the concerned authorities or bodies, and subject to such conditions as may be agreed to by the Board of Directors of the Company, (hereinafter referred as "the Board", which term shall include any committee thereof), consent of the members be and is hereby accorded for sub-division of 1 (One) Equity Share of the Company having a face value of Rs. 10/-(Rupees Ten only) each be sub-divided into 5 (Five) Equity shares of Face Value of Rs. 2/- (Rupee Two only) each and the Authorized Share Capital of the Company of Rs. 4,00,00,000/- (Rupees Four Crores) divided into 40,00,000 (Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each would be subdivided into and shall comprise of 2,00,00,000 (Two Crores) Equity Shares of Rs. 2/- each aggregating to Rs. 4,00,00,000 (Rupees Four Crores)/- with effect from the record date to be determined by the Board for this purpose."

"RESOLVED FURTHER THAT pursuant to sub-division of the Authorized Equity Share Capital of the Company, an issued, subscribed and a paid-up 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten only), shall stand sub-divided into 5 (Five) Equity Shares of Rs. 2/- each (Rupee One) as fully paid up."

"RESOLVED FURTHER THAT the sub-division of shares shall be effective only after getting necessary approvals from the Registrar of Companies and the Stock Exchange where the securities of the Company are presently listed."

"RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division."

"RESOLVED FURTHER THAT Board be and is hereby authorized to fix Record date and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution."

ITEM NO. 2

ALTERATION OF THE CAPITAL CLAUSE V OF THE MEMORANDUM OF ASSOCIATION TO ALTER SHARE CAPITAL CONSEQUENT TO SUB DIVISION OF SHARES

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

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and rules framed there under and subject to amendments thereto from time to time and subject to such approvals, permissions, sanctions, consents, if any, as may be required from any authority, the consent of the members be and is hereby accorded to alter Share Capital Clause of Memorandum of Association of the Company which shall read as under:

V. The Authorized Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores) divided into 2,00,00,000 (Two Crores) Equity shares of Rs. 2/- (Rupee Two) each."

"RESOLVED FURTHER THAT any Directors on Board and Company Secretary be and are hereby severally authorized to make necessary changes in the capital clause of the Memorandum of Association of the company and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/or any other person(s), to give effect to this resolution."

FOR HKG LIMITED

SD/-

YATIN BHUPENDRA SHAH

DIRECTOR

DIN: 02055422

(Authorised to sign and serve vide Board Resolution dated 08.06.2020)

Date: 08th June, 2020

Place: Mumbai

NOTES:

1. The Explanatory statement for the proposed resolution under Item No.1 & 2 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. The Company has appointed Mr. Gagan Goel (Membership No.- 30824) of M/s. Gagan Goel & Co, as Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of members of the Company on dated 05th June, 2020.
4. 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.

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

ITEM NO. 1 : SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- EACH TO RS. 2/- EACH PER SHARE

The Members of the Company are aware that the Equity shares of the Company are listed and traded on the BSE Limited.

In order to increase the affordability of the Company's Equity Shares for the retail investors which could lead to their greater participation and increase the liquidity of the Company's Equity Share in the Stock Market, the Board of Directors at their meeting held on June 08, 2020 proposed to sub-divide the nominal value of the Equity Share Capital of the Company from Rs. 10/- per share to Rs. 2/- per share.

As per the provisions of Section 61 read with rules framed there under, approval of shareholder is required for sub-division of shares. Hence the Board recommends the above resolution set out in Item No. 1 of the Notice for your approval by way of Special Resolution.

None of the promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

ITEM NO. 2 : ALTERATION OF THE CAPITAL CLAUSE V OF THE MEMORANDUM OF ASSOCIATION TO ALTER SHARE CAPITAL CONSEQUENT TO SUB DIVISION OF SHARES

Consequent to the sub-division of the shares, the Capital Clause V of the Memorandum of Association of the Company are required to be altered by amending Clause V of Memorandum of Association detailed in the resolution.

A copy of the altered Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, between 11:00 am to 05:00 pm up to July 10, 2020.

As per the provision of Section 13, 61 read with rules framed there under, approval of shareholder is required for change of Clause V of Memorandum of Association. Hence the Board recommends the above resolution set out in Item No. 2 of the Notice for your approval by way of Special Resolution.

None of the promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

The Board commends your approval of the said resolution.

FOR HKG LIMITED

SD/-

YATIN BHUPENDRA SHAH

DIRECTOR

DIN: 02055422

(Authorised to sign and serve vide Board Resolution dated 08.06.2020)

Date: 08th June, 2020

Place: Mumbai

INSTRUCTIONS

1. The Postal Ballot Notice is being sent to /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, 05th June, 2020 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 dated April 13, 2020.
2. The e-voting period commences on 11.06.2020 (9.00 a.m.) and ends 10.07.2020 (5.00 p.m.). During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 05.06.2020, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently.

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 101456001***

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, 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.
- 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 is 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 gagancs.goel@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

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.

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.