

HKG LIMITED

2021

CIN:L51909MH2010PLC340313

Registered Address: C Wing, Madhuban Building, Opp.
Dev Nagar New Sai Baba Nagar, Kandivali West
Mumbai 400067..

Tel: 011-43763300 Website: www.hkglimited.com
Email: info@hkglimited.com



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CORPORATE INFORMATION

BOARD OF DIRECTORS

| Name | : | Designation |
|----------------------------|---|--|
| Hardik Manoj Shah | : | Executive Director |
| HemangHasmukhrai Shah | : | Non-Executive Independent Director |
| Meet Paresh Shah | : | Managing Director & Executive Director |
| Shikha Mukesh Shah | : | Non-Executive Independent Director |
| DeependraVedprakash Shukla | : | Non-Executive & Non-Independent Director |
| Advait Ramesh Koti | : | Non-Executive Director |

KEY MANAGERIAL PERSONNEL

| Name | : | Designation |
|-------------------|---|--|
| Rajlaxmi Saini | : | Company Secretary & Compliance Officer |
| Anmol NimeshSheth | : | Chief Financial Officer |

REGISTERED OFFICE:

HKG Limited
(Formerly Known as Yogya Enterprises Limited)

CIN: L51909MH2010PLC340313

Registered Address: C Wing, Madhuban
Building, Opp. Dev Nagar New Sai Baba Nagar,
Kandivali West Mumbai Mumbai 400067

Email: info@hkglimited.com

Website: www.hkglimited.com

STATUTORY AUDITORS:

H M Shah & Co
Chartered Accountants

Office No. 1404, Sai Chambers, Opp Railway
Station, Near Santacruz Bus Depot, Santacruz -
East, Mumbai 400055.

Office No. 2 -A/6, HiranamChs Ltd., Plot No.
48/D, Baptista Road, OppBmc Market, Vile
Parle (West), Mumbai -400056.

LISTED AT:

BSE Limited

(Scrip Code:539097)

SECRETARIAL AUDITOR:

M/s. Jaymin Modi & Co.

Practicing Company Secretary

A-302, Om Mahavir CHSL,

Bhayandar (E), Thane- 401105.

Tel: 022 28902701

Email: csjayminmodi@gmail.com

REGISTRAR SHARE TRANSFER AGENT:

Bigshare Services Private Limited

1st Floor, Bharat Tin works Building, Opp. Vasant
Oasis, Makwana Road, Marol, Andheri East,
Mumbai, Maharashtra, 400059.

Email: ipo@bigshareonline.com

Tel No: Tel No: 022 - 23016761

E-Mail Id: busicomp@vsnl.com

NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HKG LIMITED WILL BE HELD ON THURSDAY 30TH SEPTEMBER 2021, AT 10:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C WING, MADHUBAN BUILDING, OPP. DEV NAGAR NEW SAI BABA NAGAR, KANDIVALI WEST MUMBAI 400067 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1. Adoption of financial statements:

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Directors and the Auditors thereon

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

Item No. 2 (i). Appointment of Mr. Hardik Manoj Shah (DIN: 06843854) who retires by rotation & being eligible offers himself for re-appointment as Director:

“RESOLVED THAT, pursuant to the provisions of Section 152 (6) and other applicable provisions of the Companies Act, 2013 Mr. Hardik Manoj Shah (DIN: 06843854) who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

Item No. 2 (ii). Appointment of Mr. Meet Paresh Shah (DIN: 08800947) who retires by rotation & being eligible offers himself for re-appointment as Director:

“RESOLVED THAT, pursuant to the provisions of Section 152 (6) and other applicable provisions of the Companies Act, 2013 Mr. Meet Paresh Shah (DIN: 08800947) who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

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

Item No. 3. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Sixth consecutive Annual General Meeting and to fix their remuneration:

“RESOLVED THAT, pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s Mittal Agarwal & Company, be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting at a remuneration to be fixed by the Audit Committee and Board of Directors of the Company, in addition to the re-imbursment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.”

“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 authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

SPECIAL BUSINESS:

Item No. 4 Regularization of Additional Director Mr. Advait Ramesh Koti (DIN: 09181915) by appointing him as Non-Executive Director.

“RESOLVED THAT, in accordance with the provisions of Section 149, 150 & 152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Advait Ramesh Koti (DIN: 09181915), who was appointed as an Additional Non-Executive Director of the Company w.e.f. 03-06-2021 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this 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. 03-06-2021."

"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.

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

Item No. 5: Regularization of Additional Director Mr. Deependra Vedprakash Shukla (DIN: 09121916) by appointing him as Non-Executive & Non-Independent Director.

"RESOLVED THAT, in accordance with the provisions of Section 149, 150 & 152 read with Schedule IV to the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Deependra Vedprakash Shukla (DIN: 09121916), who was appointed as an Additional Non-Executive & Non-Independent Director of the Company w.e.f. 25-03-2021 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this 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 a Non-Executive & Non-Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 24th March 2026."

"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.

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

Item No. 6: Migration Of The Company From BSE SME Platform Of BSE Limited To Main Board Of BSE Limited.

"RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable provisions, if any, the Companies Act, 2013 ('the Act') and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the approval of BSE Limited ('BSE'), the consent of the Members of the Company be and is hereby accorded for migration of the Company's present listing from BSE SME Platform of BSE to the Main Board of BSE and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the this resolution;

RESOLVED FURTHER THAT any Director and/or Company Secretary and/or Chief Financial Officer of the Company be and are hereby authorised jointly and/or severally to deal with any government or semi-government authorities or any other concerned intermediaries including but not limited to BSE, Securities and Exchange Board of India, Registrar of Companies, etc. to apply, modify, rectify and submit any application(s) and/or related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary and expedient to give effect to the this resolution."

By order of the Board
For HKG Limited
Sd/-
Mr. Meet Paresh Shah
Managing Director
DIN: 08800947

Date: 03rd September 2021
Place: Mumbai

NOTES: -

1. A shareholder entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on poll on behalf of him and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and holding in aggregate not more than 10% of the total share capital of the company.
2. Corporate shareholders intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. In terms of the provisions of section 152 of the Companies Act, 2013, Mr. Hardik Shah, Director & Mr. Meet Shah Director retires by rotation & being eligible offers herself for re-appointment as Director at the AGM. Nomination and Remuneration Committee and the Board of Directors of the Company recommend their re-appointment. Details of the Directors retiring by rotation/ seeking re-appointment at the ensuing meeting are provided in the Notice.
6. The cutoff date for dispatch of Annual Reports to shareholders is **08th September 2021**.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from, **Friday, 24th September 2021 to Thursday, 30th September 2021** (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March 2021.
8. Notice of the AGM along with the Annual Report 2020-2021 is also being sent through electronic mode to those Members whose email address is registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-2021 will also be available on the Company's website www.hkglimited.com website of the Stock Exchange, i.e. on BSE Ltd at www.bseindia.com. For receiving all communication (including Annual Report) from the Company electronically members are requested to register/update their email addresses with the relevant Depository Participant.
9. Shareholders/proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM.
10. Shareholders are requested to intimate, immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.
12. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are

requested to send their requests in Form No. SH-13 to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling / varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company.

13. All documents referred to in the accompanying notice will be available for inspection at the corporate office of the company during business hours on all working days up to the date of declaration of the result of the 11th AGM of the Company.

14. In case of joint holders attending the AGM, the shareholder whose name appears as the first holder in the order of name appears as per the Register of Members of the Company will be entitled to vote.

15. The Route map to the venue of the AGM is published in the Annual Report.

16. With reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting provisions. Your Company is listed on SME platform of BSE and therefore Company is not providing e-voting facility to its shareholders

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| | | |
|--|------------|------------------|
| Name of the Director | AdvaitKoti | Deependra Shukla |
| Date of Birth | 13/09/1995 | 03/02/1988 |
| Date of appointment | 03/06/2021 | 25/03/2021 |
| Qualifications | Graduate | Graduate |
| Other Companies in which Directorship is held as on March 31, 2021 | Nil | Nil |
| Chairman of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2021 | Nil | Nil |
| Members of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2021 | Nil | Nil |
| Shareholding in the Company as on March 31, 2021 | Nil | Nil |

Date: 03rdSeptember 2021
Place: Mumbai

By order of the Board
For HKG Limited
Sd/-
Mr. Meet Paresh Shah
Managing Director
DIN: 08800947

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

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 3:

The Board of Director in the Board Meeting held on 20th March 2021 appointed M/S H. M. Shah & Co as the Statutory Auditors of the Company for the financial year 2020-2021 upto the conclusion of this Annual General Meeting.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s Mittal Agarwal & Company Chartered Accountants as the Auditors of the Company for a period of five years from the conclusion of this AGM until the conclusion of the Sixth consecutive Annual General Meeting thereafter. On the recommendation of the Audit Committee, the Board also recommended for the approval of the Members.

The Committee considered various parameters and found M/s Mittal Agarwal & Company Chartered Accountants to be best suited to handle the audit of the financial statements of the Company M/s Mittal Agarwal & Company Chartered Accountants have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Your Director recommends passing of the Ordinary Resolution set out at Item No. 3 of the Notice for members' approval.

Item No. 4

Mr. Advait Ramesh Kotiwas appointed as an Additional Non-Executive Director with effect from 03/06/2021, on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board is of the view that the appointment of Mr. Advait Ramesh Koti on the Company Board is desirable and would be beneficial to the Company and hence the Directors recommend resolution in item number 4 as Ordinary Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. Advait Ramesh Koti, or has any concern or interest, financial or otherwise in the resolution set out in item number 4 of this notice.

Item No. 5

Mr. DeependraVedprakash Shukla was appointed as an Additional Non-Executive & Non-Independent Director with effect from 25/03/2021, on the recommendation of the Nomination & Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board is of the view that the appointment of Mr. DeependraVedprakash Shukla on the Company Board is desirable and would be beneficial to the Company and hence the Directors recommend resolution in item number 5 as Ordinary Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mr. DeependraVedprakash Shukla, or has any concern or interest, financial or otherwise in the resolution set out in item number 5 of this notice.

Item No. 6

The Company was listed on BSE SME Platform on April 15, 2015 and is eligible to migrate to the Main Board of BSE as per the guidelines laid down under Chapter IX of ICDR Regulations.

Listing on the Main Board of BSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of BSE to Main Board of BSE as set out in the resolution.

The benefits of listing on Main Board in the form of Market Capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company.

Pursuant to Proviso to Regulation 277 of Chapter IX of ICDR Regulations, the proposed resolution shall be acted upon if the votes cast by public Shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by the public Shareholders against the proposal.

It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of BSE and hence management recommends the passing of said resolution and seeks your approval.

The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

DIRECTOR'S REPORT

Dear Members,

The Board of Directors ("Board") of **HKG Limited** ("The Company") with immense pleasure present their Report on the business and operations of your company together with the audited financial statements for the financial year ended 31st March, 2021.

FINANCIAL HIGHLIGHTS

The Company's performance during the financial year ended 31st March, 2021 is summarized in the following table.

Amount in Lakhs

| Particulars | Year ended 31st March 2021 | Year ended 31st March 2020 |
|--|----------------------------|----------------------------|
| Total Revenue | 663.22 | 93.88 |
| Profit/(Loss) before exceptional items and tax | 86.31 | (188.23) |
| Profit/(Loss) before Tax | 86.31 | (188.46) |
| Profit/(Loss) for the period | 70.83 | (188.85) |
| Total Comprehensive Income for the year | 70.83 | (188.85) |

STATE OF AFFAIRS/ COMPANY'S PERFORMANCE

During the year under review, the Company recorded total revenue of Rs. 663.22/- Lakhs against Rs. 93.88/- Lakhs in the previous year. The Company has earned a Net Profit of Rs. 70.83/- Lakhs as compared to loss of Rs. (188.85) Lakhs in the previous year.

DIVIDEND

Your Directors would like to use the profits earned for improving business and hence do not propose any dividend for the financial year under review.

TRANSFER TO RESERVES

No amount has been transferred to reserves and the profit for the year has been retained in the profit and loss account.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provision of Section 125 of Companies Act, 2013 is not applicable as the Company did not declare any dividend in the previous years.

SHARE CAPITAL

During the year under review, there is no change in the Authorised Capital structure of the Company.

During the year under review the Company has;

- Pursuant to the approval of shareholders through Postal Ballot dated 08th June 2021 has sub-divided the Authorized Share Capital from 1 (One) Equity Share having a face value of Rs. 10/- (Rupees Ten only) each to 5 (Five) Equity shares of Face Value of Rs. 2/- (Rupee Two Only) each, accordingly the Authorized Share Capital of the Company was Rs. 4,00,00,000/- (Rupees Four Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 2/- each.
- Pursuant to the approval of shareholders through Postal Ballot dated 27th February 2021 the authorized share capital 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."

LISTING OF EQUITY SHARES

The securities of the Company are listed on the SME Platform of BSE Limited. Further, the Company has no equity shares carrying differential voting rights.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review, your Company has not made any investment, given any loan or guarantee falling within the meaning of section 186 of the Companies Act, 2013 and the rules made there under.

PUBLIC DEPOSITS