

NOTICE

Notice is hereby given that the 16th Annual General Meeting of the shareholders of **AKG Exim Limited** (CIN: L00063DL2005PLC139045) will be held on Thursday, 30th September, 2021 at 4:30 P.M. at through video conferencing (VC) mode organized by the Company to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone & Consolidated Balance Sheet of the Company for the Financial year ended 31st March, 2021 and Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon;***
- 2. To re-appoint M/s. Sharma & Sharma, Chartered Accountants as a Statutory Auditors of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:***

“RESOLVED THAT pursuant to the provisions of Section 139 & 141 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 including any re-enactment or modification thereto and such other applicable provisions, if any, M/s. Sharma Sharma & Co., Chartered Accountants, New Delhi (having FRN:0009462N) be and hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing 16th Annual General Meeting till the conclusion of 18th Annual General Meeting , at a remuneration as may be mutually agreed upon between the Board and the aforesaid Auditors”

- 3. To appoint a director in place of Mr. Rajeev Goel (DIN: 01507297), who retires by rotation and, being eligible, offers himself for re-appointment:***

“RESOLVED THAT Mr. Rajeev Goel (DIN: 01507297), who retires by rotation and being eligible offers himself for reappointment be and hereby re-appointed as Director of the Company liable to retire by rotation.

SPECIAL BUSINESS:

- 4. To appoint Mr. Rao Laxman Singh (DIN: 08055192), as an Independent Director (Non-Executive) of the company:***

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), in accordance with Articles of association of the Company, and subject to the approval of the Board of Directors at its meeting held as on 11th January, 2021, the consent of the shareholders be and is hereby accorded to appoint **Mr. Rao Laxman Singh (DIN:08055192)** as an Independent Director (in the capacity of Non-Executive) of the Company to hold the office for a term of Five (5) consecutive years commencing from 11th January, 2021 and whose office shall not be subject to the retire by rotation.”

5. To approve payment of remuneration to Non-Executive Directors of the Company:

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

“RESOLVED THAT pursuant to Sections 149(9), 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule V thereto and the rules made thereunder and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, approval / consent of the Members of the Company be and is hereby accorded for payment of remuneration to the Non-Executive Directors of the Company not exceeding ₹. 25,00,000/- per annum (Rupees Twenty Five Lacs only per annum), in aggregate (to be distributed in such manner and proportion as the Board of Directors of the Company (the “Board”) may decide from time to time based on the recommendation of the Nomination and Remuneration Committee), in addition to the sitting fees / reimbursement of expenses (if any) for attending the meetings of the Board or Committees thereof, notwithstanding the remuneration paid may exceed the limits prescribed under Section 197(1)(ii) read with the Table in Schedule V, Part II, Section II (A) to the Act in any financial year(s), for financial year commencing from April 1, 2021, paid in accordance with Schedule V to the Act.’

‘FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year(s) out of the above during the term of office of the Non-Executive Directors, the Company will pay the Non-Executive Directors of the Company in respect of such financial year(s) in which such inadequacy or loss arises, the above remuneration, in accordance with the provisions of Section 197(3) read with Schedule V to the Act.’

‘FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith and incidental hereto.”

By Order of the Board

For **AKG EXIM LIMITED.**

Sd/-

Pragati Parnika

(Company Secretary/Compliance Officer)

M. No.: A58202

Place: Gurugram

Date: 13th August, 2021

NOTES:

1. In view of the unprecedented outbreak of COVID-19 pandemic, social distancing has become a norm. Pursuant to the General Circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated May 05, 2020 and further latest circular issued by MCA, Circular no. 02/2021 dated 13 January 2021 and Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI), (hereinafter collectively referred to as “the Circulars”), Companies are allowed to hold Annual General Meeting (AGM) through Video Conference (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. Accordingly, the 16th Annual General Meeting (the “AGM” or the “16th AGM” or the “Meeting”) of AKG Exim Limited (the “Company”) will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. **IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 16TH AGM OF THE COMPANY (THE “NOTICE”).**
3. In pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Company Secretary through e-mail at csakg@akg-global.com with a copy marked to evoting@nsdl.co.in.
4. Since the 16th AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
5. The Register of Members and 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.
6. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
7. Register of Directors and Key Managerial Personnel and their shareholding 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available electronically for inspection by the members upto & including the day of AGM. Members desirous of inspecting the same may send their requests at csakg@akg-global.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.
8. Statement pursuant to Section 102 of the Act and the rules made thereunder setting out the material facts and the reasons for the proposed resolutions, in respect of the Special Businesses under Item No. 4 & 5 is annexed hereto.

9. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized. SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/166 dated September 7, 2020 has fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds. Further, the shares that are re-lodged for transfer (including those requests that are pending with the Company / RTA) shall henceforth be issued only in demat mode. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

10. In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode (e-mail), to those Members whose email addresses are registered with the Company/Depository Participants (DPs)/ Registrar and Share Transfer Agent (the "RTA") i.e., MAS Services Ltd.
11. The Notice of AGM along with Annual Report for the financial year 2020-21, shall also be available on the websites of the Company at www.akg-global.com and the website of Stock Exchanges i.e., National Stock Exchange of India Limited (NSE) where Equity Shares of the Company are listed www.nseindia.com respectively.

The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL), viz., www.evoting.nsdl.com.

12. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut -Off date are requested to register their e-mail Ids by sending e-mail citing subject "**AKG-Registration of e-mail Id's for e-voting**" to Registrar and share transfer Agent (RTA) of the Company, i.e., MAS SERVICES LIMITED at info@masserv.com or to the Company at csakg@akg-global.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 Notice through remote e-voting facility provided by NSDL.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

13. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned at note no.27 "Step 1: Access to NSDL e-Voting system". After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

14. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.

15. Members who need assistance before or during the AGM with use of technology, can:
- Send a request at evoting@nsdl.co.in or use Toll free no.: 1800 1020 990 /1800 224 430; or
 - Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in; or Ms. Sarita Mote at 022 2499 4890/ Ms. Soni Singh at 022 2499 4559
16. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

18. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at csakg@akg-global.com. Questions / queries received by the Company till 5.00 p.m. on Tuesday, 28 September, 2021 shall only be considered and responded during the AGM.
19. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker, by following the steps mentioned at note no. 27, Step 1: Access to NSDL e-Voting system between 9.00 a.m. on Monday, 27th September, 2021 to 5.00 p.m. on Wednesday, 29th September, 2021. After successful login, Members will be able to register themselves as a speaker shareholder by clicking on the link available against the EVEN of the Company. Speakers can also send their questions in advance to the Company at csakg@akg-global.com.
20. Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

21. In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote at 16th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depositories Limited (NSDL).
22. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
23. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 23rd September, 2021, i.e., the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.
24. The Board of Directors of the Company, at its meeting held on Friday, 13th August, 2021 has appointed Mr. Gagan Goel, (Membership no. A30824) Proprietor of M/s. Gagan Goel & Co., Practicing Company Secretaries, Delhi, as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner.

25. Thereafter, The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

The results declared along with Scrutinizers' Report shall be placed on the Company's website www.akg-global.com within two days of the passing of the resolutions at the 16th AGM of the Company and shall be immediately communicated National Stock Exchange of India Limited, where the shares of the Company are listed.

In addition to this, the results along with Scrutinizer's report shall also be available at the Company's registered office.

26. Members may cast their votes on electronic voting system from any place (remote e-voting). The voting period begins on **Monday, 27th September, 2021 at 09.00 a.m. and ends on Wednesday, 29th September, 2021 at 05.00 p.m.** (preceding the date of AGM). In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. The e-voting module shall be disabled by NSDL for voting thereafter.

27. The details of the process and manner for remote e-voting are explained herein below:

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09 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.

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	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. 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. 2. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.

	<p>4. Click on “Access to e-Voting” appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page.</p> <p>5. Click on the options available against 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 or joining virtual meeting and e-voting during the meeting.</p> <p>If you are not registered in IDeAS, follow below steps:</p> <p>1. Option to register is available at https://eservices.nsdl.com.</p> <p>2. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com / SecureWeb / IdeasDirectReg.jsp</p> <p>3. Please follow steps given in points 1 to 5 above.</p> <p>B. E-voting through NSDL website</p> <p>1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section.</p> <p>3. 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.</p> <p>4. 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 casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication</p> <p>2. 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.</p> <p>3. 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.</p>

	<p>4. 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Type	Helpdesk Details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 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.

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

How to cast your vote 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.

The instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC or OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of AGM shall be the same person mentioned for remote e-Voting.

By Order of the Board

For **AKG EXIM LIMITED.**

Sd/-

Pragati Parnika

(Company Secretary/Compliance Officer)

M. No.: A58202

Place: Gurugram

Date: 13th August, 2021

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item No. 4

To appoint Mr. Rao Laxman Singh (DIN: 08055192), as an Independent Director (Non-Executive) of the company

The Board of Directors of the Company at its meeting held on the 11th January, 2021 appointed Mr. Rao Laxman Singh (DIN: 08055192), as an Independent Director (in the capacity of non-Executive) with immediate effect from the 11th January, 2021 whose office is not liable to retire by rotation pursuant to the provision of Section 149, 150, 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with Articles of association of the Company.

Mr. Rao Laxman Singh has given the declaration to the Board that they meet the criteria of the Independence as provided in section 149(6) of the Companies Act, 2013.

In the opinion of the board, he has fulfilled the conditions as specified in the Act, and Rules made thereunder for appointment as an Independent Director.

The terms and conditions of appointment of above Director shall be open for the inspection by the Members at the registered office of the company on any working day during business hours of the company upto the date of Annual General Meeting.

The brief profiles of the independent director to be appointed are given below:

He is Graduate from Kurukshetra University, M.A., LL.B., PGDM Business Administration and CAIIB Diploma in Cooperation and rural finance. He is having more than 30 years of experience in the field of Banking, Administration and liaising with various departments. He looks Banking activities of our Company Banking, Business Development Client relationship, Administration Control and team management. He has been on the board of Company since January, 2018. He is associated as a Director in M/s. Singametal Ventures Pvt. Ltd.

Except Mr. Rao Laxman Singh, the appointee, none of the other Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise.

Your Board recommends passing the proposed Resolution given in the item no. 4 as an Ordinary Resolution

Item No. 5

In terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended), the board shall recommend all fees or compensation, if any, paid to non-executive directors, and shall require approval of shareholders in general meeting. The said requirement shall not apply to payment of sitting fees to non-executive directors, if made within the prescribed limits of the Companies Act, 2013

Further, in terms of the amendments introduced by the Companies (Amendment) Act, 2020, effective from March 18, 2021, Section 197(3) read with Schedule V thereto and proviso to Section 149(9) of the Companies Act, 2013 (as amended) (the "Act"), now allow companies to pay to its non-executive directors remuneration exclusive of any fees payable under Section 197(5) of the Act in accordance with the provisions of Schedule V, in case of loss or inadequacy of profits.

In terms of the proviso under Schedule V, Part II, Section II (A) to the Act, remuneration in excess of Limits provided in the Table therein, may be paid if the resolution passed by the shareholders, is a special resolution. Having regard to the view that the non-executive directors, devote their valuable time, bring an objective view with rational judgement and have diversified experience to give critical advice to the Company, they should be appropriately compensated for the same both in case of inadequacy of profits or losses as well.

Considering the above, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on August 13, 2021 felt it prudent to approach the Members of the Company seeking their approval by way of Special Resolution for payment of remuneration to the Non-Executive Directors of the Company. The remuneration shall be paid in such manner and form as permissible under the Act in accordance with the Articles of Association of the Company and the Nomination and Remuneration Policy of the Company.

Considering the impact of the pandemic on the financial performance of the Company and in terms of the above mentioned provisions of the Act and amendments thereof and requirements of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended), approval of the Members of the Company is hereby sought to pay remuneration, in addition to the sitting fees / reimbursement of expenses (if any) for attending the meetings of the Board or Committees thereof, to the Non-Executive Directors of the Company i.e. Directors other than Managing Director / Whole-time Directors of the Company not exceeding ₹ 25 lacs per annum in aggregate, to be distributed in such manner and proportion as the Board may decide from time to time, on the recommendation of the Nomination and Remuneration Committee, notwithstanding the remuneration paid may exceed the limits prescribed under Section 197(1)(ii) of the Act in any financial year(s), for financial year commencing from April 1, 2021, will be paid in accordance with Schedule V to the Act. In the event of loss or inadequacy of profits in any financial year(s) out of the above during the term of office of the Non-Executive Directors, the Company will pay the Non-Executive Directors of the Company, in respect of such financial year(s) in which such inadequacy or loss arises, the above remuneration, in accordance with the provisions of Section 197(3) read with Schedule V to the Act.

Except Non-Executive Directors of the Company being the concerned directors and their relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise in the Resolution No. 5 as contained in the Notice.

The Board recommends the Resolution No. 5 as a Special Resolution, in relation to payment of remuneration to Nonexecutive Directors of the Company for approval of the Members of the Company.

By Order of the Board

For AKG EXIM LIMITED

Sd/-

Pragati Parnika

(Company Secretary/Compliance Officer)

M. No.: A58202

Place: Gurugram

Date: 13th August, 2021

DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE 16TH ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Directors	Mr. Rajeev Goel DIN: 01507297	Mr. Rao Laxman Singh DIN: 08055192
Date of Birth	23/12/1974	01/08/1957
Age	47 years	64 years
Qualification	Bachelor of Technology (Electrical) from Delhi University and Diploma Course in Electrical Engineering	He is Graduate from Kurukshetra University, M.A., LL.B., PGDM Business Administration and CAIIB Diploma in Co-operation and rural finance
Experience	Having more than 20 years of experience in the field of commodity, Metal Scrap business, Sales & Marketing and Client Relation.	He is having more than 30 years of experience in the field of Banking Business Development Client relationship, Administration Control and team management
Terms & Conditions of Appointment/Re-appointment along with Details of remuneration sought to be paid	As specified in item no. 3 of the Notice,	As specified in item no. 4 of the Notice, no
Details of the Remuneration/Sitting Fees last Drawn	₹ 9,60,000/-	₹1,00,000/-
Date of the first Appointment on the Board	26 th July, 2005	18 th January, 2018
Shareholding in the Company	1,87,072 Equity Shares	NIL
Relationship with other Director/Manager/Key Managerial Personnel	Spouse of Mrs. Mahima Goel	NA
Number of Meetings of the Board attended during the year	8	7
Other Directorship/Membership/Chairmanship of the Committee of the other Board as on 31.03.2021	1. M/s. Alisha Overseas Pvt. Ltd. (Under process of striking off)	1. M/s. Avyukta Dairy Products Limited 2. Singametal Ventures Private Limited

By Order of the Board

For AKG EXIM LIMITED

Sd/-

Pragati Parnika

(Company Secretary/Compliance Officer)

M. No.: A58202

Place: Gurugram

Date: 13th August, 2021