



AKG EXIM LIMITED

CIN: L00063DL2005PLC139045; **Website:** www.akg-global.com; **Email:** info@akg-global.com

Registered Office: H.B. Twin Tower, 07th Floor, Netaji Subhash Place, Pitampura, Delhi-110034

Corporate Office: Unit No.237, Tower B, Spazedge, Sector-47, Sohna Road, Gurgaon, 122018

Phone: +91-124-4267873 | **Fax:** +91-124-4004503

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 and No. 20/2021 dated 8th December, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 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 Business set out in this notice as Special Resolution through Postal Ballot by the members of AKG EXIM LIMITED (“the Company”) only by way of Remote E-voting process.

The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reason thereof is annexed to this Postal Ballot Notice (“Notice”) for your consideration and forms part of this Notice.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form 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 **Saturday, 18th February, 2023, 9.00 a.m. (IST) onwards to Sunday, 19th March, 2023, 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 Saturday, 11th February, 2023 has appointed Mr. Gagan Goel, (Membership no. 30824) Proprietor of M/s. Gagan Goel & Co., Practicing Company Secretaries, New Delhi, 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, 20th March, 2023** 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.akg-global.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, 19th March, 2023**.

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

SPECIAL BUSINESS:

I. SHIFTING OF REGISTERED OFFICE FROM NATIONAL CAPITAL TERRITORY OF DELHI TO THE STATE OF HARYANA:

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

"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 National Capital Territory of Delhi to the State of Haryana 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 Haryana.

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company shall be shifted from H.B. Twin Tower, 7th Floor, Max Hospital Building, Netaji Subhash Place, Pitampura, New Delhi, North West - 110034 situated under the jurisdiction of the Registrar of Companies, Delhi to Unit No.237, Tower B, Spazedge, Sector-47, Sohna Road, Gurugram 122018, situated under the jurisdiction of Registrar of Companies, Chandigarh (For the State of Haryana).

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 or the CFO of the Company or the Company Secretary be and is hereby authorized severally to furnish certified true copy of the resolution as and when required."

**By Order of the Board of Directors
For AKG Exim Limited
Sd/-
Reeta
Company Secretary & Compliance Officer**

Place: Gurugram

Date: 11th February, 2023

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 proposal is annexed herewith.

2. The Board of Directors of the Company ("the Board") at its meeting held on 11th February, 2023 has appointed M/s. Gagan Goel & Co., Practicing Company Secretary firm (Membership No. A-30824 & COP No. 21945) 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 10th February, 2023. The Postal Ballot Notice will also be available on the Company's website at www.akg-global.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, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 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 **Saturday, 18th February, 2023, 9.00 a.m. (IST) onwards to Sunday, 19th March, 2023, 5.00 p.m. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form as on the cut-off date of 10th February, 2023, 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 “**AKG-Postal Ballot Registration of e-mail Id's**” 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 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 *Monday, 20th March, 2023*. The results of the Postal Ballot will be hosted on the website of the Company viz. www.akg-global.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 resolution, 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., *19th March, 2023*.

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 *10th February, 2023*.

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., *19th March, 2023*.

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: 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***.

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.**
5. 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.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. 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 I, 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 csakg@akg-global.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 csakg@akg-global.com.

EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013:

ITEM NO.1 SHIFTING OF REGISTERED OFFICE FROM NATIONAL CAPITAL TERRITORY OF DELHI TO THE STATE OF HARYANA

The Board of Directors in their meeting held on 11th February, 2023 analyzed that the shifting of the registered office 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 will provide administrative convenience since key departments of the Company like Accounts, Finance and Legal and Secretarial department of the Company is based in Gurugram.

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 of Association 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 19th March, 2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, 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.1 as Special Resolution for shifting the registered office from the National Capital Territory of Delhi to the State of Haryana and for altering Clause II of the Memorandum of Association of Company.

The Board commends your approval of the said resolution.

**By Order of the Board of Directors
For AKG Exim Limited**

**Sd/-
Reeta
Company Secretary & Compliance Officer**

**Place: Gurugram
Date: 11th February, 2023**