



AKG EXIM LIMITED

CIN: L00063DL2005PLC139045

Registered Office: 408-411, Pearls Corporate, Mangalam Place, Behind Kali Mata Temple, Rohini, Delhi-110085,

Telephone: +91-11-40015500, Fax No. +91-11-40015518,

Website: www.akg-global.com, Email: csakg@akg-global.com

Date: 25th December, 2020

To,

Chief Manager
Listing Compliance
National Stock Exchange of India Limited (NSE)
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai-400051

Scrip Code: AKG

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Regulations and Obligations Requirement) Regulations, 2015

Respected Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Regulations and Obligations Requirement) Regulations, 2015, we hereby submit the Postal Ballot Notice ("Notice") **Dated 23rd December, 2020** along with Explanatory Statement, being sent to/published/displayed for all the members of the Company whose name appear on the Register of Members/List of Beneficial Owners as on **Friday, 18th December, 2020 ("cut-off date")** seeking approval of members for businesses as set out in the Notice, to be passed through the mode of remote e-voting.

The Notice along with Explanatory statement is also being made available on the website of the Company at www.akg-global.com.

Kindly take on your record.

Thanking You,
For AKG EXIM LIMITED
Sd/-
PRAGATI PARNIKA
(Company Secretary)
M.No.: A58202

E:a/a

AKG EXIM LIMITED

CIN: L00063DL2005PLC139045

Registered Office: 408-411, Pearls Corporate, Mangalam Place, Behind Kali Mata Temple,
Rohini, Delhi-110085, Telephone : +91-11-40015500, Fax No.+91-11-40015518,
Website : www.akg-global.com, Email: csakg@akg-global.com

NOTICE OF POSTAL BALLOT/E-VOTING

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

Dear Shareholders,

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 Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020 issued by the Ministry of Corporate Affairs (“MCA”) and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Businesses set out in this notice as both the Special Resolutions through Postal Ballot by the members of **AKG EXIM LIMITED** (“The Company”) only through Remote E-voting.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each items and the reason thereof is appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice 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”) 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, 26th December, 2020, 9.00 a.m. (IST) onwards to Sunday, 24th January, 2021, 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 Wednesday, 23rd December, 2020 has appointed Mr. Gagan Goel, (Membership no. A30824) Proprietor of M/s. Gagan Goel & Co., Practicing Company Secretaries, 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 of the Company on Monday, 25th January, 2021 at the Company's registered office. In addition to the results being communicated to National Stock Exchange of India Limited (NSE), the results along with Scrutinizer's report will also be placed on Company's website viz. www.akg-global.com and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 24th January, 2021.

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

SPECIAL BUSINESS:

ITEM NO. I:-AMENDMENT OF ANCILLARY OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof, for the time being in force), the rules framed there under, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, and subject to further terms and conditions, amendments or modifications as may be required or suggested by any of such appropriate authorities, the consent of the Members of the Company be and is hereby accorded for the amendment of the ancillary object clause by inserting following new sub-clauses after the existing sub-clause (50) under Clause III(B) of Memorandum of Association of the Company in the following manner:

51. To enter into contracts, agreements and arrangements with any other company, firm or person for the carrying out by such other company, firm or person on behalf of the Company of the objects for which the Company is formed.
52. To construct, improve, redesign, maintain, develop, manage, carry out or control any buildings, offices, branches, shops, stores, malls, hypermarkets, shopping areas, warehouses, electric works, drawls, and other buildings to advance the Company's interests in connection with its objects or otherwise assist or take part in the construction, design and

improvement, maintenance, development, working, management, carrying out or control thereof to further the objects of the Company.

53. To sell, lease, mortgage, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company whether or not having objects or in part similar to those of the Company.
54. To buy, acquire, undertake and hold the whole or any part of the undertaking , property, assets, rights and effects of any other company, having objects altogether or in part similar to those of this Company or carrying on or engaged in or proposes to carry on and engage in, other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of the Company.
55. To take or otherwise acquire and hold shares, debentures and any other securities in any other company having objects altogether or in part similar to those of this Company or carrying on or engaged in or proposes to carry on and engage in, other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
56. To amalgamate, enter into any partnership or partially amalgamate with or acquire an interest in the business of any other company, person or firm carrying on or engaging in or about to carry on or engage in any business or transaction included in the objects of the Company, or enter into any arrangement for sharing profits or losses or for any union of interest, joint venture, reciprocal concession or for cooperation, or for mutual assistance, with any such person, firm or company, or to acquire any business (by way of amalgamation, arrangement, demerger, merger or otherwise) and carry on any other business auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, and to give or accept by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
57. To enter into arrangement with any government or other authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the Company's objects, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit, desirable to obtain and to carry out, exercise and comply therewith.
58. To apply for, promote and obtain any act, charter, order, regulation, privilege, concession, license or authorization of any government, state or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry any of its objects into effect or for extending any of the powers of the

Company or for any other purpose which may seem expedient and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests and to appropriate any of the Company's shares, debentures or other securities and assets to defray the necessary costs, and expenses thereof.

59. To apply for, purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets, inventions, trademarks, designs, formulate, copyrights, licenses, concessions and the like, conferring any exclusive or nonexclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
60. To sell any patent rights or privileges belonging to the Company or which may be acquired by it or any interest in the same and to grant licenses for the use and practice of the same or any of them and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents, and privileges in which the Company may be interested.
61. To sell or sublet any concessions or licenses obtained or contracts entered into and generally to sell the whole or part of the property and business of the Company for cash or for the shares or obligations of any person or persons.
62. To make up, prepare, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, hardware, software, applications, accessories, different kinds of materials, substances, articles and things necessary or convenient for carrying on any of the business or process of the Company. Provided however, in this regard the Company shall not carry any activity which may be categorized as retail trading in India and abroad.
63. To improve, manage, cultivate, develop, exchange, refine, repair, alter, let on lease, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or part of the properties and rights of the Company.
64. Subject to Section 180, 181, 182 and 183 of the Companies Act, 2013 to make donations to individuals or institutions in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to this Company, and also to subscribe, contribute, otherwise assist or guarantee money for charitable institutions or objects or for any exhibition or for any public, general or other objects.
65. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company or in which the Company is interested or concerned, and whether between the Company and the Member or Members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform awards made thereon, and to do all acts, matters and things necessary or expedient to carry out or enforce the awards.
66. To open any kind of account in any bank or other financial services firm, and to make, draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

67. To vest any moveable or immovable property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
68. Subject to the provisions of the Companies Act, 2013, to distribute among the Members in the specie, cash or in kind any property of the Company or any proceeds of sale or disposal of any property of the Company.
69. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially, and also to ensure, and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
70. To carry out in any part of the world all or any of the Company's objects as principal agent, contractor or otherwise, and by or through agents or otherwise, and either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.
71. Subject to the provisions of the Companies Act, 2013, and the directions issued by the Reserve Bank of India, to subscribe, acquire, take up and hold shares, stocks, debentures, debenture stock, bonds, obligations and other securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country and debentures, debenture stock, bonds, obligations and other securities issued or guaranteed by any Government, sovereign, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or in any foreign country.
72. To borrow money, securities or other property, raise loans in any form, receive deposits, create indebtedness, receive grants or advances or raise any monies (in each case, with or without interest) upon such terms and in such manner and with or without security as may from time to time be determined including by the issue of debentures, debenture stock, bonds or other securities by the Company.
73. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of securities for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealing with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly.
74. To lend and advance money or property with or without security or to give credit to such persons or companies and upon such terms as may be expedient and as the Company may approve and in particular to customers and persons having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to provide credit facilities to customers and others provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
75. To place surplus to reserve or to distribute as bonus shares among the Members or otherwise to apply as the Company by law may deem fit including those received by way of premium on shares or debentures issued at a premium by the Company and any monies received in respect of dividends accrued on forfeited shares.
76. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable.

FURTHER RESOLVED THAT Mrs. Mahima Goel (Managing Director), Mr. Rahul Bajaj (Chief Financial Officer & Executive Director) and Ms. Pragati Parnika (Company Secretary & Compliance

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

ITEM NO. 2:- TO INCREASE THE BORROWING LIMITS OF THE COMPANY PURSUANT UPTO RS. 100 CRORE:

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

“RESOLVED THAT in suppression of all earlier resolutions passed in this connection by the Members in its meeting held as on 19.03.2018, and subject to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the consent of the Members of the Company through postal ballot (remote e-voting only) be and is hereby accorded to the Board of directors of the Company to borrow any sum or sums of money from time to time notwithstanding that the money or moneys to be borrowed, together with moneys already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the Company’s Banker in the ordinary course of business, provided however, the total amount so borrowed shall not exceed Rs. 100 Crores (Rupees One Hundred Crore only).

“RESOLVED FURTHER THAT Mrs. Mahima Goel, Managing Director of the Company, Mr. Rahul Bajaj, Chief Financial Officer (CFO) & Executive Director and Ms. Pragati Parnika, Company Secretary & Compliance Officer be and are hereby authorised to file necessary forms with the Registrar of Companies, Delhi and to do or cause to do such other acts, deeds things and execute all such documents, undertakings as may be considered necessary in connection with or incidental to the above.”

ITEM NO. 3:-TO INCREASE THE LIMIT TO SECURE THE BORROWING BY CREATION OF SECURITY ON THE ASSETS OF THE COMPANY PURSUANT UPTO RS. 100 CRORE:

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

“RESOLVED THAT in suppression of all earlier resolutions passed in this connection by the Members in its meeting held as on 19.03.2018, and subject to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the consent of the Members of the Company through postal ballot (remote e-voting only) be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage and/or charge on all the immovable or movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expensed and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of indebtedness secured by the properties of the Company shall not exceed Rs. 100 Crores (Rupees One Hundred Crore only) at any time.

“RESOLVED FURTHER THAT Mrs. Mahima Goel, Managing Director of the Company, Mr. Rahul Bajaj, Chief Financial Officer (CFO)& Executive Director and Ms. Pragati Parnika, Company Secretary & Compliance Officer, be and are hereby jointly or severally authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution.”

ITEM NO. 4:- TO INCREASE THE LIMIT OF INTER-CORPORATE LOANS, INVESTMENTS, SECURITIES AND GUARANTEE UPTO RS. 100 CRORE:

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

“RESOLVED THAT in suppression of all earlier resolutions passed in this connection by the Members in its meeting held as on 19.03.2018, and subject to the provisions of Section 179, 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with rule no. 11 & 13 the Companies (Meeting of Board and its Powers) Rules, 2014 made thereunder (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the consent of the Members of the Company through postal ballot (remote e-voting only) be and is hereby accorded to the Board of Directors of the Company (Hereinafter referred to as “Board “which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this resolution) to:

- (a) Make investments and acquires in one or more tranches by way of subscription, purchase or otherwise, in any kind of securities of any subsidiary(ies)/ any other body/bodies corporate and/or in trust in India or abroad (existing or which may be promoted or incorporated), provided that the total amount of such investments outstanding at any time shall not exceeds Rs. 100 Crores (Rupees One Hundred Crores only);
- (b) Give loans to any subsidiary(ies) or body(ies) corporate / or give guarantee or provide security in connection with a loan to any subsidiary(ies)/ body(ies) corporate in India or abroad (existing or which may be promoted or incorporated, provided that aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceed Rs. 100 Crores (Rupees One Hundred Crores Only);

‘RESOLVED FURTHER THAT Mrs. Mahima Goel, Managing Director of the Company, Mr. Rahul Bajaj, Chief Financial Officer (CFO)& Executive Director and Ms. Pragati Parnika, Company Secretary & Compliance Officer), be and are hereby jointly or severally authorised to decide and finalize the terms and conditions while making investment within the aforesaid limits as mentioned in clause (a) including the power to transfer, lien and dispose of the investments so made, from time to time, to execute all deeds, documents and other writings and to do all such acts, deeds and matters and things as may be required and expedient for implementing and giving effects to this resolution.”

**By Order of the Board of Directors
For AKG Exim Limited
Sd/-
Pragati Parnika
Company Secretary & Compliance Officer
M.No.: A58202**

**Place: New Delhi
Date: December 23, 2020**

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 proposals is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on 23rd December, 2020 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. 2. 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 18th December, 2020. The Postal Ballot Notice will also be available on the Company's website at www.akg-global.com.
4. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
5. The voting period begins on Saturday, 26th December, 2020, 9.00 a.m. (IST) onwards to Sunday, 24th January, 2021, 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 18th December, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
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 Ids 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, 25th January, 2021. 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 resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. 24th January, 2021.
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 18th December, 2020.
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
13. 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., 24th January, 2021.
14. 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.

15. PROCEDURE/INSTRUCTIONS FOR REMOTE E-VOTING:

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 I 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 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 PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS:

ITEM NO. 1:-

Considering the growth prospects and diversification of business of the Company AKG, its necessary to enhance the limits of borrowing powers of Company through insertion of the same in ancillary objects clauses of the Memorandum of Association (MOA) of the Company.

According Company needs to amend Clause III of the Memorandum of Association of the Company by inserting the Sub-Clauses from 51 to 76 to the Clause III (B) of the Memorandum of Association of the Company as mentioned above in the item no. I.

A copy of the memorandum of Association of the Company together with the proposed amendment is available for inspection by the members at the registered office on any working day during Business hour of the Company. The MOA of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. I of this Notice except to the extent of their shareholdings in the Company, if any.

Your Board recommends the resolution for approval of the Members as a Special Resolution.

Members are requested to pass the proposed special resolution through postal ballot as permissible under Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

ITEM NO. 2:-

As per the provisions of section 180(1)(c) of the Companies Act, 2013 the Board of Directors of the Company could borrow money together with the moneys already borrowed by the Company in the ordinary course of business, to the extent of paid up share capital and free reserves of the Company and for borrowing money in excess of the paid up share capital and free reserves, the approval of the members of the Company by way of Special Resolution has to be obtained.

As you know that for business and operations purpose of the Company, Company Borrow funds and may borrow funds from time to time and so therefore it is required to obtain approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item no. 2 of this Notice except to the extent of their shareholdings in the Company, if any.

So, your board decided to increase the limit of borrow fund upto Rs. 100 crore and recommends the resolution for approval of the Members as a Special Resolution.

Members are requested to pass the proposed special resolution through postal ballot as permissible under Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

ITEM NO. 3:-

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors/any of its authorized committee from time to time in consultation with the lender.

It is therefore necessary for the members to give their approval as Special Resolutions as mentioned in Item no. 3 to enable the Board of Directors of the Company to pledge, mortgage and/or charge on all the immovable or movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expensed and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of indebtedness secured by the properties of the Company shall not exceed Rs. 100 Crores (Rupees One Hundred Crore only) at any time.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item no. 3 of this Notice except to the extent of their shareholdings in the Company, if any.

Members are requested to pass the proposed special resolution through postal ballot as permissible under Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014

ITEM NO. 4:-

As per the provisions of section 186 of the Companies Act, 2013 the Board of Directors of the Company could give any loan, guarantee or provide security in connection with a loan to any subsidiary(ies) / body (ies) corporate and acquire securities by way of subscription, purchase or otherwise to subsidiary(ies) / body (ies) corporate to the extent of sixty percent paid up share capital, free reserves and securities premium or one hundred per cent of its free reserve and securities premium account whichever is more and for giving any loan or providing any guarantee and security in excess of limit specified above, the approval of the members of the Company by way of Special Resolution has to be obtained.

As you know that for business and operations purpose of the Company, Company may give loan and guarantee to any subsidiary(ies)/ body(ies) corporate and make investment by acquiring securities by way of purchase or subscription from time to time and So, your board decided to increase the limit of inter-corporate loan, guarantee, securities and investment upto Rs. 100 crore and recommends the resolution for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item no.4 of this Notice except to the extent of their shareholdings in the Company, if any.

Members are requested to pass the proposed special resolution through postal ballot as permissible under Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

**By Order of the Board of Directors
For AKG Exim Limited
Sd/-
Pragati Parnika
Company Secretary & Compliance Officer
M.No.: A58202**

**Place: New Delhi
Date: December 23, 2020**