



# **AKG EXIM LIMITED**

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## **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**

Notice is hereby given to the Members of **AKG Exim Limited** (the “Company”), for seeking consent of Members of the Company for transacting the special business by passing the following resolution through Postal Ballot including Electronic Voting (e-voting) pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for time being in force).

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.

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 Tuesday 11<sup>th</sup> June, 2024, 9.00 a.m. (IST) onwards to Wednesday, 10<sup>th</sup> July, 2024, 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 in its meeting held on 24<sup>th</sup> May, 2024 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 11<sup>th</sup> July, 2024 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](http://www.akg-global.com) and shall also be displayed at the Company’s registered office.

The Resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., 10<sup>th</sup> July, 2024.

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

**SPECIAL BUSINESS:**

**1. TO SALE, TRANSFER OR DISPOSAL OF THE SHARES HELD BY THE COMPANY IN ITS SUBSIDIARY COMPANY**

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“LODR”) and in terms of the provisions of Section 180(1)(a), and any other applicable provision of the Companies Act, 2013, the rules thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other government or statutory authorities, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or government authorities including Reserve bank of India (RBI), and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, the consent of the Board of Directors of the Company be and is hereby accorded (hereinafter referred to as “Board”, which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of its entire investment in its subsidiary Company namely, BKS Metalics Private Limited (“Company”) by way of transfer of 1,53,000 Equity Shares of face value of Rs. 10/- each at a price of 15,30,000 to Chander Parkash Khandelwal & his relatives.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto, and to settle, approve, ratify and finalise all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalising and executing any agreements, writings, papers, memoranda, deed(s) of assignment/ conveyance, undertaking and/ or such other document(s) as may be necessary or expedient in their own discretion, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution.

**RESOLVED FURTHER THAT** Mrs. Mahima Goel, Managing Director be and is hereby authorised severally or jointly to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution.”

**By Order of the Board of Directors  
For AKG Exim Limited  
Sd/-**

**Place: Gurugram  
Date: 24<sup>th</sup> May, 2024**

**Reeta  
Company Secretary & Compliance Officer**

**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. Where the resolution by the Board of Directors on 24<sup>th</sup> May, 2024 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 24<sup>th</sup> May, 2024. The Postal Ballot Notice will also be available on the Company's website at [www.akg-global.com](http://www.akg-global.com).
4. The voting period will be from Tuesday 11<sup>th</sup> June, 2024, 9.00 a.m. (IST) onwards to Wednesday, 10<sup>th</sup> July, 2024, 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 24<sup>th</sup> May, 2024, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
5. 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](mailto:info@masserv.com) or to the Company at [csakg@akg-global.com](mailto: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.
6. 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.
7. The results of the Postal Ballot will be declared on 11<sup>th</sup> July, 2024. The results of the Postal Ballot will be hosted on the website of the Company viz. [www.akg-global.com](http://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.

8. 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., 10<sup>th</sup> July, 2024.

9. 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 24<sup>th</sup> May, 2024.

10. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.

11. 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., 10<sup>th</sup> July, 2024.

12. 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 09<sup>th</sup> 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 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](mailto:gagancs.goel@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto:csakg@akg-global.com).

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

**Item No: 1** The Company proposes to disinvest its entire investment of 1,53,000 equity shares of Face Value Rs. 10/- each in BKS Metalics Private Limited, which is a subsidiary Company of the AKG Exim Limited to Mr. Chander Parkash Khandelwal & his relatives, The Board keeping in view the hardship incurred as the subsidiary company has not received the expected growth, it feels that's its prudent to withdraw investment from BKS Metalics Private Limited and considers the proposed disinvestment in the best interest of the Company. Such disinvestment will amount to sale of substantial interest in undertaking by the Company, your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 for the approval of the shareholders.

Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

The Board accordingly recommends the Special Resolution set out above of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the said resolutions, except to the extent of their equity shareholdings, if any, in the Company.

**By Order of the Board of Directors**

**For AKG Exim Limited**

**Sd/-**

**Reeta**

**Company Secretary & Compliance Officer**

**Place: Gurugram**

**Date: 24<sup>th</sup> May, 2024**