



Date: 08/09/2022

To,

The Department of Corporate Services,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort

Mumbai - 400001.

Dear Sir/Madam,

Sub: Submission of Annual Report of 12th Annual General Meeting of the Company for the F.Y. 2021-22 which is scheduled to be held on 30th September 2022.

We would like to inform you under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the soft copy of the Annual Report which comprises of the Directors' Report, Audited Standalone Financial Statements, and Auditor's Reports thereon, for the Financial Year ended 31st March, 2022, and the Notice convening the 12th Annual General Meeting of the Company will be held on Friday, the 30th day of September, 2022 at 03.00 P.M.

The said Integrated Annual Report FY 2021-22 is also available on the website of the Company at www.hkglimited.com

In compliance with the Ministry of Corporate Affairs Circular No, 2/2022 dated 5th May, 2022 and the Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, the Annual Report of the Company for the Financial Year 2021-22 and notice of 12th Annual General Meeting have been sent through e-mail to all the Members whose e-mail addresses are registered with the Company/Depository Participants.

Please take the same on record.

Thanking-you,

FOR HKG LIMITED

Ankita Gupta

(Company Secretary & Compliance officer)



CIN No: L51909MH2010PLC340313



www.hkglimited.com



info@hkglimited.com

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

2021-2022 Annual Report



Empowerment Through Digital Transformation

Empowerment Through Digital Transformation

One of the signal impacts of the pandemic was that more people spent more time at home and more time online, which in turn promoted phygital. The rapid move to digital services during the pandemic was part of a wider migration. This shift fueled e-commerce, which in turn attracted more marketing and advertising—even if consumer activity overall was muted. Now, internet access and data has become a lifeline and a form of utility.

Digital transformation takes a customer-driven, digital-first approach to all aspects of a business, from its business models to customer experiences to processes and operations. It ultimately changes customer expectations and creates new business opportunities. The conversion of paper-based information into digital data is one of the foundational transformation initiatives in healthcare (electronic medical records), government and education.

The Company continues to expand its customer base by tech-enabled services, robust network, and deeper interaction with end-users. This also generates cross-selling opportunities and sustain development via economies of scale. To generate consistent returns to its stakeholders, the Company prioritises growth and business efficiency with focused efforts on delivery, growth-driven strategies, prudent risk management and a resilient business model.



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This Annual Report can
be downloaded from our
website at

[https://www.hkglimited.com/investors/
annual-reports](https://www.hkglimited.com/investors/annual-reports)

Overview of the Company



HKG has evolved as a provider of unique new age technological solutions to small businesses, retailers and households by empowering them with the power of digital transformation. The Company is prominently placed across all its business segments and operations backed by a healthy business model and highly experienced professional workforce and board. Its services can be used by Small businesses, Retail Shop Owners, Start-ups, Services providers, Doctors, Chemists, Chartered Accountants, and Lawyers etc.

HKG Limited is helmed by Mr. Yatin Shah, a veteran with more than 20 years of experience in financial services, consulting and information technology. Under his dynamic leadership, the Company has been relentlessly on the progressive journey of


managing and executing effective solutions backed by Phygital strategy, which focuses on achieving goals by keeping a customer-first approach for every action. The objective is to bring the best parts of the physical customer experience into the digital realm and vice versa.

The Company keeps capitalising on rapid advancements in the digital ecosystem that supplement team expertise and redefine performance. It has more than 50 employees present in Maharashtra who are determined to transform the digital business from end-to-end, including infrastructure, product development, operations, and workflows. And finally bringing the customer experience to life and improving it continually in response to opportunity and change.



Mission

To Digitalize Bharat



Vision

To Make Web Interface Services Available To All Small Businesses So They Can Thrive Substantially.





Area Online

What is Area Online?

Area Online provides a Digital Platform for Retailers, Households and Small Businesses to promote their Business without any commission under Phygital Concept. This bridges the gap between Sellers and the End Users (Final Buyers) by connecting them Digitally on ONDC Platforms.

Future of Retail:

Area Online provides digital presence to small business owners at very affordable price without charging any commission. Area Online enables small retailers to compete against Big Giants of Organized Retail & E-commerce.

It is easy to use, accessible through website and mobile application (Android). Get an e-commerce platform with complete integration of Delivery and Payment Gateway at low cost annual subscription.

The company has broadly categorized these retailers into **40** main categories and **200+** Sub-categories.

Save Retailer Save Economy: Area Online is a boon to retailers and small businessmen. We have started our operations in Mumbai and opened Branch Offices at Vasai & Vapi.

The future of retail is the convergence of physical and digital as there is huge transformation in technology and evolving consumer behaviour.

Small Retailer have been facing the existential crisis with modern retail and e-commerce, therefore we are providing a smarter adoption of technology to small retail to enhance their reach with a digital footprint.



Website Link:
<https://www.areaonline.in/>

For App Scan here



MyRera

Your One Stop Destination for Property Solutions!

MyRera offers you seamless digital online reviews and ratings on properties, real estate brokers / agents and builders registered and listed on our portal. We aim to bring the customers, agents and builders on our unified platform digitally and enable them to increase their visibility and worth.

MyRera is a one-stop first-of-a-kind Review & Rating platform for Real Estate industry.

In today's time Ratings and Reviews have become a must have tools for business decisions. Moreover online branding and visibility are a necessity today for consumers to make property buying decisions.

Digitization has transformed the Real Estate like never before. MyRera fosters transparency through Digitization.



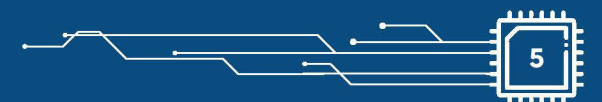
Website Link:
<https://www.myrera.in/>



For App Scan here



★★★★★ **MYRERA**™





MyLockr

It is an encrypted service for document storage. By digitising all of papers, small businesses corporates, common man and professions like CA, Lawyers, real estate agents etc.can store the documents on cloud and retrieve the same at his/her convenience with safety. The company also provides the scanning facility to corporates and professional to clear all the backlog and make their business paperless.

Quick, Efficient & Secure cloud-based solution for storing physical documents in digital format

Digital Empowering of Business and Commerce through Digital Document Wallet.

Website Link:
www.mylckr.in



Under digital marketing we provide services like Brand Awareness, Social Media Marketing, Content Marketing, Website development etc. for our clients. We help our clients to perform in the digital landscape to grow their business, reach to target audience and create brand awareness.

Our Digital Marketing helps the customers to strategize and focus in increasing the Reach & Visibility of their Business.

Our Specialization

Brand Awareness:

To give brand recognition by getting potential customers and correct information of its particular product or services, resulting in a global as well as Local Reach at a lower cost.

Development and Strategies:

To Plan and Develop New Techniques/Ideas to Increase Brand Awareness of the Product or Services.

Social Media Marketing:

To promote Product and Services on Social Media Platforms like Facebook, Instagram, YouTube Ads, Pinterest and more by effective targeting through Multiple Strategies.

Content Marketing:

Use attractive, engaging, and retaining the audience by creating and sharing relevant articles, videos, podcasts, and other media. This establishes expertise, promotes brand awareness, and keeps business top of mind when it's time to buy what you sell.



Investment & Trading Platform



The Company is into the business of Share Trading and investment. The promoters of company having an experience of 2 decades in the capital market can help the company in different types of investment avenues to increase the value of the company.

The Company is having a research based platform which helps in deciding the strategies for Long Term & Short Term Investments in Different types of Investment Instruments.



HKG Daily News



The company has its own News Channel 24*7.

The company provides authentic and latest news under different categories such as National News, Business News, Sports News, International News and many more.

Revenue is generated through Google ads and other ads.

Official News Channel Partner – Press Trust of India (PTI)



Website Link:
www.hkgdailynews.com



For App
Scan here

Letter from the Managing Director



Yatin Bhupendra Shah | Managing Director

Dear Shareholders,

Last year has been very eventful for your company. We have successfully launched three new age business verticals that will not only help the company to grow and expand the business, but also benefit our society by generating employment and empowering the common man with digital transformation. We experienced the second wave of COVID 19 in Q1 FY22, followed by a rapid economic rebound that resulted in supply chain gaps, geopolitical tensions and inflation, yet we grew at a good rate despite all of this.

For FY22 our EBITDA stood at ₹ 154 lakh, a strong increase of 76% over the previous year and our PAT increased by a robust 107% to ₹ 147 lakh over the previous year. In FY22 our Digital Marketing Service segment contributed ₹ 275 lakh, to the revenue while the Share trading segment contributed ₹ 404 lakh, to the revenue.

Small retailers were in a tough battle with big organised companies and e-commerce businesses to become the preferred option of consumers, and then came the COVID

Empowering citizens with digital transformation and phygital concept.

Pandemic, which gave a fatal blow to small store owners and business owners not only in India, but around the world. All of a sudden thousands of small shops have been forced to shut down, depriving millions – shopkeepers, their families and employees – of a livelihood.

Locally owned business owners are as important for the country's socio-economic progression as organised retail and e-commerce for they generate a lot of jobs and contribute to the GDP. This has given us a strong sense of purpose, and we have made it our mission to encourage local retailers and entrepreneurs to go digital during the pandemic.



Digital technology is swiftly and drastically changing how organisations interact with the marketplace and all stakeholders, causing profound upheavals in every industry around the world.

After in-depth market study and research in the month of June 2021 we have launched Area Online, our 1st service under our web services segment. This is a Phygital

(physical and digital) concept with envisaged hyper local distribution. Through this service we are enabling Retailers, Households and Small Business Owners to compete with large organized retail players and e-commerce giants.

Shop owners can simply register on the Area Online Website and Mobile App to take their entire business online at very nominal cost and now not only can compete with organized retailers and e-commerce players but also grow their business. The company has broadly categorized these retailers into 40 main categories and 240-plus sub-categories like Doctors, Medical stores, Restaurants, Stationery Shops, Saloons and electronic stores to mention a few.



Area Online is a concept of phygital (physical and digital) which envisages hyper-local distribution. In short, Area Online is a platform for retailers, householders and small businesses to showcase their products and services on a digital platform.

We started the Area Online services in the Western suburban area of Mumbai and we have received a tremendous response from the market for the Area Online in the first 100 days of starting the platform we had on board more than 11,000 shop owners in Mumbai. Now we are expanding to other cities like Ahmedabad, Surat, Rajkot, Chandigarh and Chennai. We have kept the target of adding 5 lakhs to 7 lakhs shop owners on a PAN India basis in the next 3 years.

The government of India has also realized the need of the hour to support small business owners & GOI has established the Open Network for Digital Commerce

(ONDC) as an alternative to platform aggregators, who have thus far monopolised India's e-commerce landscape. ONDC will not be following a platform-centric model, the Indian government hopes it will democratize the country's online market for all buyers and sellers, irrespective of their size, so that millions of small retailers and mom-and-pop (kirana) stores get an equal opportunity. In its pilot phase, ONDC has been rolled out in five cities – Delhi NCR, Bengaluru, Bhopal, Shillong and Coimbatore. While operations are presently focused on retail and restaurants and facilitating real-time transactions, the open network will extend to other categories like travel and mobility. Based on the pilot exercise and after the network stabilizes, ONDC will be expanded to 100 cities and towns across India by October 2022. The goal is to accommodate 30 million sellers and 10 million merchants' online. Your Company see huge growth in this segment in the coming year.

MY RERA, our second cutting-edge solution, is a one-stop digital evaluation and rating platform for real estate projects. Your organisation continues to play a crucial part in this shift, assisting clients in adopting new technology to deal with the crisis initially, and then to innovate at scale and grow their businesses since then. On our platform of My RERA, we have over 50000 plus registered societies and around 22000 plus brokers, where the client/customer can acquire seamless information about the societies, brokers, and accessible infrastructure before making any real estate transaction.

Another cutting-edge product is MY LOCKR which is based on the phygital concept, in which the company delivers an end-to-end solution for managing physical documents into digital format; from scanning to digital storage and retrieval of documents from anywhere, at any time. The company sees a lot of business opportunities in this space from different section of the community, such as from Professional, Corporates, societies, Trusts and individuals who can save their important documents and retrieve at anytime anywhere.

Each of the new age business not only provides an opportunity to help grow your organization, but also help digital ecosystem as a whole to grow.

I believe we are on the threshold of an era of tremendous possibility and growth. I look forward to sharing with you more milestones in this journey in the coming years. On behalf of the Board of Directors of HKG Limited I want to thank you for your continued trust, confidence and support.

With Warm Regards

Yatin Bhupendra Shah

Board of Directors



Mr. Yatin Shah
Managing Director

- ➔ Professionally managed by a young brigade with passion for Financial services, Consulting and Information Technology.
- ➔ HKG Limited is one of the fastest growing business conglomerates in Mumbai, India.
- ➔ Helmed by Mr. Yatin Shah, a veteran having more than 20 years of experience in Financial services, Consulting and Information Technology, we have been relentlessly on the progressive journey.



Mr. Hardik Shah
Executive Director

- ➔ Highly-skilled and strategic financial professional with more than 6 years of experience in investment strategies, financial planning, equity stock trading, portfolio management, and wealth management.
- ➔ Expert in capital market, analysing stock exchange and research activities.



Mr. Meet Shah
Non-Executive Director

- ➔ Meet Shah holds a degree of Bachelor's in Financial Market (BFM) with a wide experience in the field of Financial Market over 10 years.
- ➔ With a thorough knowledge and network in field of trading, marketing and financing
- ➔ Meet Shah's competencies lies in building businesses and maintain its sustainable growth therewith.



Mr. Hemant Vastani
Non-Executive Independent Director

- ➔ He has a professional experience of more than 3 decades mixed in Practice and Industry.
- ➔ Currently director in ECOVIS RKCA Advisors Ltd, leading Indirect Tax Professional in India specialized in Goods and Service Tax. Senior Visiting Faculty of Institute of Chartered Accountants of India , BSE Institute Ltd, Team member of Core Committee of ICAI-WIRC on GST and Eminent Faculty on the Panel of Confederation of Indian Industries (CII) on GST.
- ➔ He has authored books on GST, addressed 200 plus seminars and published more than 100 articles in leading tax journal on GST.
- ➔ He was the Chief Financial Officer of MCX (Multi Commodity Exchange of India). Pivotal in corporate structuring & fund raising for start-ups through structured banking products and PE/HNI funding. Enterprising leader with excellent communication.



Mr. Hemang Shah
Non-Executive Independent Director

- ➔ Hemang Shah, holds a Masters degree in Commerce and has wide experience of industry/ corporate acumen & experience of 5 years, he brings value addition to our Company.



Ms. Shikha Shah
Non-Executive Independent Director

- ➔ Ms. Shikha Shah holds a Commerce Graduate. With an experience of 6 years in the field of corporate compliance, she brings value addition to our Company.

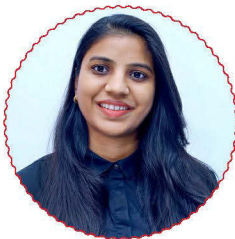
Key Management



Mr. Deependra Shukla
Chief Technology Officer



Mr. Mayur Shah
Chief Financial Officer



Ms. Ankita Gupta
Company Secretary

Corporate Information

BOARD OF DIRECTORS

Yatin Bhupendra Shah
Managing Director (from 14.02.2022)

Hardik Manoj Shah
Executive Director (up to 06.08.2022)

Lava Ramesh Katti
Additional Director (from 06.08.2022)

Rajesh Bhupendra Shah
Managing Director (up to 03.06.2021)

Hemant P. Vastani
Non-Executive Independent Director
(from 12.01.2022)

HemangHasmukhrai Shah
Non-Executive Independent Director

Meet Paresh Shah
Non-Executive & Non-Independent Director

Shikha Mukesh Shah
Non-Executive Independent Director

Advait Ramesh Koti
Non-Executive and Non-Independent (up to 12.01.2022)

KEY MANAGERIAL PERSONNEL

Rajlaxmi Saini
Company Secretary & Compliance Officer
(up to 09.05.2022)

Ankita Gupta
Company Secretary & Compliance Officer
(up to 12.05.2022)

Anmol Nimesh Sheth (up to 28.02.2022)
Chief Financial Officer

Mayur Bipinchandra Shah (from 28.02.2022)
Chief Financial Officer

Deependra Vedprakash Shukla
(Chief Technical Officer)

LISTED AT:

BSE Limited (Scrip Code: 539097)

REGISTERED OFFICE:

HKG Limited
CIN: L51909MH2010PLC340313
Registered Address: C Wing, Madhuban Building,
Opp. Dev Nagar New Sai Baba Nagar, Kandivali West
Mumbai Mumbai 400067
Tel: 022-28068043
Email: info@hkglimited.com
Website: www.hkglimited.com

STATUTORY AUDITORS:

Mittal Agarwal & Co.
404, Madhu Industrial Park, Mogra Cross Road,
Near Apollo Chamber, Andheri (E), Mumbai- 400069

Tel: 022-8324532
Email: office@mittalagarwal.com

SECRETARIAL AUDITOR:

M/s. Brijesh Shah & Co.
Practicing Company Secretary
A-201, New Pallavi Apt, 60 Feet Road,
Bhayandar West, Thane 401101
Mobile: 9892445656
Email: csbrijeshshah@gmail.com

REGISTRAR SHARE TRANSFER AGENT:

Bigshare Services Private Limited
Bigshare Services Private Limited
PINNACLE BUSINESS PARK,
Office No S6-2, 6th, Mahakali Caves Rd,
Next to Ahura Centre, Andheri East,
Mumbai, 400093
Email: bssdelhi@bigshareonline.com
Tel No: 022 – 23016761

Directors' Report

To
The Members
HKG LIMITED
Your Directors take pleasure in presenting the 12th Annual Report together with Audited Financial Statements of your Company for the year ended March 31, 2022.

1. FINANCIAL RESULTS (₹ In Lakhs)

PARTICULARS	For the year ended 2022 (₹)	For the year ended 2021 (₹)
Revenue from Operations	678.57	663.22
Other Income	6.92	-
Total Income	685.48	663.22
Total Expenditure excluding Depreciation	532.02	575.45
Profit/ (Loss) before Depreciation and Tax	153.46	87.77
Finance Cost	0.53	0.01
Depreciation	13.37	1.44
Profit/ (Loss) After Depreciation and Before Tax	139.57	86.31
Net Profit / (Loss) After Tax	147.39	70.83

2. FINANCIAL PERFORMANCE AND THE STATE OF THE COMPANY'S AFFAIRS

On Standalone basis, total revenue of the Company during the financial year 2020-21 increased by 3.36% to ₹ 685.48 lakhs against ₹ 663.22 lakhs in the previous year. The Standalone Profit after Tax for the financial year 2021-22 increased by 108% to ₹ 147.39 lakhs against ₹ 70.83 lakhs in the previous year.

During the year under review, there were no changes in the nature of business of the Company, the detailed discussion on Company's overview and future outlook has been given in the section on 'Management Discussion and Analysis'.

3. LISTING ON BOMBAY STOCK EXCHANGE. (BSE Limited)

We feel pleasure in informing you that your company has now listed its securities (equity shares) on Main Board of BSE w.e.f. 26/04/2022, previously Company was listed on the SME platform of BSE. It will create more investment opportunities, enabling access and empowering our stakeholders.

4. TRANSFER TO RESERVES

The Board of Directors of the Company have transferred the profit amount to the Reserves for the year under review.

5. DIVIDEND

With a view to conserve resources for future business operations of the Company, your Directors do not recommend any dividend for the financial year 2021-22.

6. CHANGE IN CAPITAL STRUCTURE OF THE COMPANY

The Authorised share capital of the company is ₹14,00,00,000/- divided into 7,00,00,00 equity shares of 2/- each.

The issued, subscribed and paid-up equity share capital of the Company is ₹10,50,00,000/- divided into 5,25,00,00 equity shares of 2/- each.

The Company has allotted Rights Issue of 1,75,00,000 Equity Shares for cash at a price of ₹ 8/- per Equity Share aggregating to ₹ 1400.00 lakhs. (face value ₹ 2/- and Premium of ₹ 6/-).

The Company has also allotted 1,75,00,000 Equity Shares having face value of ₹ 2/- (Two) each as Fully-Paid up Bonus shares in the ratio of One (1) equity share for every two (2) existing fully paid -up equity shares of ₹ 2/- (Two).

7. DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Sections 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, hence there are no details to disclose as required under Rule 8(5)(v) and (vi) of the Companies (Accounts) Rules, 2014.

8. DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATE COMPANIES

There was no company which have become or ceased to be company's Subsidiaries, joint ventures or associate companies during the year.

9. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans given, investments made, guarantees given and securities provided are given in Note No. 5, 16 & 17 to the Financial Statements.

As on March 31, 2022, due to certain changes in business and economic conditions, the management believes that the expected benefits will take much longer to accrue than anticipated. Therefore, due to uncertainties involved in the market environment the company was not in position to determine value of expected benefits with reasonable certainty over the foreseeable future as on March 31, 2022.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Information on transactions with related parties pursuant to Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is appended in Form AOC-2 as **Annexure -A** to this Report.

11. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) CONSERVATION OF ENERGY

- i) The steps taken or impact on conservation of energy: NIL

- ii) The steps taken by the company for utilizing alternate sources of energy: NIL

- iii) The capital investment on energy conservation equipment's: NIL

(B) TECHNOLOGY ABSORPTION

- i) The efforts made towards technology absorption: NIL

- ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

- Better economy, reduction in emission & clean operation
- Optimum efficiency

- iii) In case of imported technology (imported during the last year reckoned from the beginning of the financial year): NIL

- The details of technology imported: NIL
- The year of import: NIL
- Whether the technology fully absorbed: NIL
- If not fully absorbed, areas where absorption has not taken place and the reasons thereof, and: NIL

- iv) The expenditure incurred on Research and Development: NIL

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, Foreign Exchange Earnings and Outgo are as under:-

Particulars	2022	2021
Foreign Exchange earned	Nil	Nil
Foreign Exchange used	Nil	Nil

12. AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITORS

M/s MITTAL AGARWAL & CO., Chartered Accountants (ICAI Registration No. 131025W) were re-appointed as the Statutory Auditors of the Company to hold office for five consecutive years starting from the conclusion of the

11th Annual General Meeting (AGM) held on September 30, 2021 until the conclusion of the AGM of the Company to be held during the financial year 2025-26.

SECRETARIAL AUDIT REPORT

As required under section 204(1) of the Companies Act, 2013 and Rules made there under, the Company has appointed Mr. Brijesh Shah, Prop. M/s Brijesh Shah & Co., Company Secretary as Secretarial Auditor of the Company for the Financial Year 2022-23.

The Copy of Secretarial Audit Report for the Financial Year 2021-22 issued by Mr. Brijesh Shah, Company Secretary in Practice has been attached and marked as **Annexure — B**.

The Secretarial Auditors' Report for the fiscal 2022 does not contain any qualification, reservation or adverse remark.

INTERNAL AUDITORS

The Company has reappointed M/s. Kanu Doshi Associates LLP, Chartered Accountants, Mumbai as Internal Auditors of the Company for financial year 2022-23.

13. PARTICULARS OF EMPLOYEES

The information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is presented in a separate section forming part of this Annual Report is enclosed as **'Annexure -C'**.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL BOARD DIVERSITY

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. Your Board comprises of experts in the field of Finance, Corporate Governance, and technology in financial inclusion, Enterprise Management, People Management and Leadership skills. Your Company has also appointed a Woman Director on the Board.

Changes in Director's & Key Managerial Personnel

Mr. Advait Ramesh Koti, Non-Executive and Non-Independent Director and Mr. Deependra Vedprakash Shukla, Non-Executive and Non-Independent Director resigned from the directorship of the Company with effect from January 12, 2022 respectively.

Mr. Hemant Vastani was appointed as Independent Director by the Board at its meeting held on January 12, 2022 and pursuant to Section 149 of the Companies Act, 2013, Mr. Yatin Bhupendra Shah was appointed as Managing Director for a period of 3 years by the Board at its meeting held on January 12, 2022 and then both the directors regularised at the Extra Ordinary General Meeting held on 14th February, 2022.

There were change in designation of Mr. Meet Paresh Shah (DIN: 08800947) from Managing Director to Non-Executive Director.

Mr. Mayur Bipinchandra Shah was designated as Chief Financial Officer (CFO) of the Company by the Board at its meeting held on February 28, 2022.

Mr. Anmol Nimesh Sheth resigned from the position of Chief Financial Officer (CFO) of the Company w.e.f. February 28, 2022.

Ms. Ankita Gupta was designated as Company Secretary of the Company w.e.f. May 12, 2022.

Ms. Rajlaxmi Saini resigned from the position of Company Secretary of the Company on May 09, 2022.

Declaration by Independent Directors

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Act confirming that they meet the criteria of independence laid down in Section 149(6) of the Act read with the Schedules and Rules made there under.

Board Evaluation

Pursuant to the provisions of the Act, the Board is required to monitor and review the Board evaluation framework. The Annual Performance Evaluation is conducted for all Board Members as well as the working of the Board and its Committees. The evaluation process also considers the time spent by each of the Board Member, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise. The Board evaluation is conducted through questionnaire having qualitative parameters and

feedback based on ratings. The outcome of the Board evaluation for financial year 2021-22 was discussed by the Nomination and Remuneration Committee and the Board at their meeting held on March 10, 2022.

Familiarization Programme for Independent Directors

Every new Independent Director of the Board attends an orientation program. To familiarize the new inductees with the strategy, operations and functions of our Company, the Executive Directors / Senior Managerial Personnel make presentations to the inductees about the Company's strategy, operations, policies, product and service offerings, markets, software delivery, organization structure, finance, human resources, technology, quality, facilities and risk management.

Independent Directors Meeting

During the year under review, a separate meeting of the Independent Directors of the Company was held on March 10, 2022, without the presence of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, performance of Chairperson of the Company and assessed the quality, quantity and timelines of flow of information between the Company Management and the Board in terms of Schedule IV of the Act.

All the Independent Directors of the Company were present in the meeting.

Meeting of Board of Directors

The Board met 16 times during the year, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- they have selected such accounting policies and

applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work.

16. COMMITTEES OF THE BOARD

Currently, the Board has Three Committees:

- i. Audit Committee;
- ii. Nomination and Remuneration Committee;
- iii. Stakeholder's Relationship Committee;

17. CORPORATE GOVERNANCE

Report on Corporate Governance and Certificate of the Secretarial Auditors of your Company regarding compliance of the conditions of Corporate Governance as stipulated in Schedule V read with Regulation 34(3), of the SEBI (LODR) Regulations, are provided in a separate section and forms part of this Report as Annexure D.

18. MANAGEMENT DISCUSSION ANALYSIS REPORT

The details forming part of Management Discussion and Analysis Report is annexed herewith to the Board Report as Annexure E.

19. ANNUAL RETURN

As required under Section 134(3) (a) of the Act, the Annual Return is put on the Company's website and can be accessed at www.hkglimited.com.

20. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, there is no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

21. DETAILS OF MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT

The promoter of the company Mr. Yatin Bhupendra Shah and Mrs. Vaishali Yatin Shah have sold their holdings in open market in current financial year 2022-23. The Promoter group Company HKG Money Tech Private Limited also signed a Share Purchase Agreement dated 25/07/2022 with Umesh Vishwanath Katti and Lava Ramesh Katti for selling his entire holding.

One open offer has been initiated under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 which is under process.

The Company taken the approval of shareholder by the postal ballot notice dated 29/07/2022 regarding Power to borrow pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013 for an amount not exceeding Rs. 1,000 crores and creation of mortgage / charge on the properties / undertakings of the company under section 180(1) (a) of the Companies Act, 2013.

Few changes also taken place in Board of Directors of the Company due to change of Control of the Company.

The resignation of Mr. Hardik Manoj Shah (Din: 06843854) from the post, of Executive Director and the Directorship of the Company w.e.f. 06.08.2022.

The resignation of Mr. Yatin Bhupendra Shah, (Din: 02055422) from the post of Managing Director and Directorship of the Company w.e.f. 09.09.2022.

The Board of director of the company have appointed Mr. Lava Ramesh Katti (Din: 0277714) as an Additional Director of the Company w.e.f. 06.09.2022.

The Board of directors of the company have appointed Mr. Lava Ramesh Katti (Din: 02777164), as a Managing Director of the Company with effect from 09.09.2022 and also recommended appointment to the shareholders for their approval.

No other Material Changes have taken place from the end of the financial year till the date of this report.

Changes in Director's & Key Managerial Personnel

Mr. Rajesh Bhupendra Shah (DIN: 02057050) Managing Director of the Company resigned from the post of Managing Director and directorship of the Company with effect from June 03, 2021 respectively

Mr. Advait Ramesh Koti, Non-Executive and Non-Independent Director and Mr. Deependra Vedprakash Shukla, Non-Executive and Non-Independent Director resigned from the directorship of the Company with effect from January 12, 2022 respectively.

Mr. Hemant Vastani was appointed as Independent Director by the Board at its meeting held on January 12, 2022 and pursuant to Section 149 of the Companies Act, 2013, Mr. Yatin Bhupendra Shah was appointed as Managing Director for a period of 3 years by the Board at its meeting held on January 12, 2022 and then both the directors regularised at the Extra Ordinary General Meeting held on 14th February, 2022.

There were change in designation of Mr. Meet Paresh Shah (DIN: 08800947) from Managing Director to Non-Executive Director.

Mr. Mayur Bipinchandra Shah was designated as Chief Financial Officer (CFO) of the Company by the Board at its meeting held on February 28, 2022.

Mr. Anmol Nimesh Sheth resigned from the position of Chief Financial Officer (CFO) of the Company w.e.f. February 28, 2022.

Ms. Ankita Gupta was appointed as Company Secretary of the Company w.e.f. May 12, 2022.

Ms. Rajlaxmi Saini resigned from the position of Company Secretary of the Company on May 09, 2022.

The Board of director of the company have appointed Mr. Lava Ramesh Katti (Din: 0277714) as an Additional Director of the Company w.e.f. 06.09.2022.

The Board of directors of the company have appointed Mr. Lava Ramesh Katti (Din: 02777164), as a Managing Director of the Company with effect from 09.09.2022 and also recommended appointment to the shareholders for their approval.

The resignation of Mr. Hardik Manoj Shah (Din: 06843854) from the post, of Executive Director and the Directorship of the Company w.e.f. 06.08.2022.

The resignation of Mr. Yatin Bhupendra Shah, (Din: 02055422) from the post of Managing Director and Directorship of the Company w.e.f 09.09.2022.

22. INTERNAL FINANCIAL CONTROLS & RISK MANAGEMENT

Pursuant to the provisions of Section 177(4) & Section 134(3)(n) of the Companies Act, 2013, the Board has developed Internal Finance Control Policy to identify and mitigate risks. The provisions of Regulation 21 of SEBI Listing Regulations 2015 pertaining to Risk Management Committee are not applicable to the company.

23. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behaviour in all its operations, the Company has formulated Vigil Mechanism Policy. This policy aspires to encourage all employees to report suspected or actual occurrence of illegal, unethical or inappropriate events (behaviours or practices) that affect Company's interest/image.

22. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has complied with the provisions of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details pertaining to complaints are mentioned in the Corporate Governance Report placed at Annexure D.

24. ACKNOWLEDGEMENTS

Your directors place on record their gratitude to the Central Government, various State Governments and Company's Bankers and advisors for the valuable advice, guidance, assistance, cooperation and encouragement they have extended to the Company from time to time.

The Directors also take this opportunity to thank the company's customers, suppliers and shareholders for their consistent support to the Company.

We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

For HKG LIMITED

Sd/-

Yatin Bhupendra Shah
Managing Director

Date: 08.09.2022
Place: Mumbai

ANNEXURE A

FORM NO. AOC - 2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

- 1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
- 2. Details of material contracts or arrangement or transactions at arm's length basis

(Amt. in Lacs)		
Name of Related party	Nature of Transactions	Value of Transaction
Area Online Services India Private Limited	Advance given for Sales & Service	29.28
Book Your Dealer Services Private Limited	Advance given for Sales & Service	0.24
HKG Money Tech Private Limited	Advance given for Sales & Service	75.19
MyLocker Tech Private Limited	Advance given for Sales & Service	0.19
Area Online Services India Private Limited	Advance returned back for Sales & Service	16.6
HKG Money Tech Private Limited	Advance returned back for Sales & Service	75.0

As per our report of even date

For Mittal Agarwal & Company
Registration No. 131025W

Deepesh Mittal
Partner
M no 539486

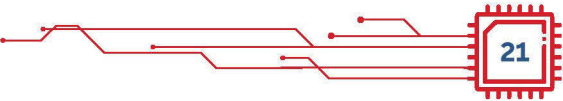
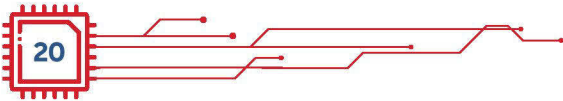
For and on behalf of the Board Chartered Accountants

Yatin Bhupendra Shah
Managing Director
DIN: 02055422

Hardik Shah
Executive Director
DIN: 06843854

Mayur Bipinchandra Shah
Chief Financial Officer

Ankita Gupta
Company Secretary



ANNEXURE B

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
HKG Limited
C Wing, Madhuban Building, Opp.
Dev Nagar New Sai Baba Nagar,
Kandivali West Mumbai – 400067.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by HKG Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me areas on reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon based on my verification of the HKG Limited.

Based on my verification of the HKG Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, here by report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, except to those mentioned below in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of;

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not Applicable

- (v) The following Regulations and Guidelines prescribed under the Securities and exchange Board of India Act, 1992 ('SEBI Act');
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not Applicable to the Company during the period under review;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, 2015; Not Applicable to the Company during the period under review;
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not Applicable to the Company during the period under review;
 - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable to the Company during the period under review;
 - vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable to the Company during the period under review;
 - vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 - Not Applicable to the Company during the period under review;
 - viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- Not Applicable to the Company during the period under review;
 - ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- x. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- xi. Other laws applicable specifically to the Company, namely:

- The Information Technology Act, 2000 and the rules made thereunder;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Ltd;

During the period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned herein above except

- Secretarial Standards issued by The Institute of Company Secretaries of India were partly followed.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in the Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Adequate notice is given to all

For, **BRIJESH SHAH & CO.**
Practicing Company Secretaries
ACS No: A44476
C P No. 23145

CS Brijesh Shah
Proprietor
UDIN: A044476D000534746
Date: 27th June, 2022
Place: Mumbai

directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period under review: -

The Company came out with a Rights issue of 1,75,00,000 equity shares of face value of ₹ 2 each of Company (the "equity shares") for cash at a price of ₹8.00 per equity share (including a premium of ₹ 6.00 per equity share) not exceeding ₹ 14.00 crores# on a rights basis to the eligible equity shareholders in the ratio of 1 equity share for every 1 fully paid-up equity shares held by the eligible equity shareholders on the record date.

During the year Company came out with an Issue of 1 (One) Bonus equity shares of ₹2/- each for every 2 (Two) existing equity share of ₹2/- each held.

There were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

ANNEXURE – A TO SECRETARIAL AUDIT REPORT

To,
The Members,
HKG LIMITED
C Wing, Madhuban Building, Opp.
Dev Nagar New Sai Baba Nagar,
Kandivali West Mumbai – 400067

Our Secretarial Audit Report dated 27/06/2022 is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, **BRIJESH SHAH & CO.**
Practicing Company Secretaries
ACS No: A44476
C P No. 23145

CS Brijesh Shah
Proprietor
UDIN: A044476D000534746
Date: 27th June, 2022
Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To
The Members,
HKG Limited
C Wing, Madhuban Building,
Opp. Dev Nagar New Sai Baba Nagar,
Kandivali West, Mumbai 400067.

I have examined the relevant registers records forms returns and disclosures received from the Directors of **HKG Limited** having **CIN L51909MH2010PLC340313** and having registered office at C Wing, Madhuban Building, Opp. Dev Nagar New Sai Baba Nagar, Kandivali West, Mumbai 400067, Maharashtra, India. (hereinafter referred to as 'the Company') produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company	Date of Resignation
1	Yatin Bhupendra Shah	02055422	12/01/2022	-
2	Hardik Manoj Shah	06843854	14/02/2020	-
3	Hemant Vastani	07085006	12/01/2022	-
4	Hemang Hasmukhrai Shah	07953299	29/06/2020	-
5	Meet Paresh Shah	08800947	05/08/2020	-
6	Shikha Mukesh Shah	08940235	29/10/2020	-
7	Advait Ramesh Koti	09181915	03/06/2021	12/01/2022
8	Deependra Shukla	09121916	25/03/2021	12/01/2022
9	Rajesh Bhupendra Shah	02057050	29/06/2020	03/06/2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

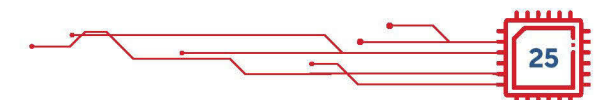
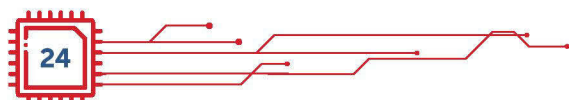
This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Disclaimer: We have not been made available with details or clarification or Non-Applicability certificate, with respect to debarment or disqualification pursuant to any order from civil or criminal court and thus we are unable to conclude any opinion on attraction of disqualification by any such order which have not been presented before us for reporting.

For, **Brijesh Shah & Co.**
Practicing Company Secretaries

CS Brijesh shah
Company Secretary
ACS No: A44476
C P No. 23145
PRC: 2494/2022
UDIN: A044476D000877649

Date: 30/08/2022
Place: Mumbai



ANNEXURE C

Details of Ratio of Remuneration of Directors
[Pursuant to Section 197 (12), read with rule 5 of Companies (Appointment and Remuneration of Managerial
Persons), Rule, 2014]

1. The percentage increase in remuneration of each Director and Company Secretary during the financial year 21-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 21-22 and comparison of remuneration of each Key managerial Personnel (KMP) against the performance of the Company is as under:-

Sr. No.	Name of the Directors	Designation	Remuneration of Directors / KMP for Financial Year 2021-22	% Increase in Remuneration in the Financial Year 2020-21	Ratio of remuneration of each Director/ to median remuneration of employees 2020-21	Comparison of the remuneration of the KMP
1	Mr. Meet Paresh Shah	Manging Director	5	0		
2	Mr. Yatin Bhupendra Shah	Director	2.65	0		
3	Mr. Hardik Manoj Shah	Director	1.33	0		
4	Rajlaxmi saini	Director	1.56	0		
5	Ms. Shikha Mukesh Shah	Director	0.24	0		
6	Mr.Hemang Hashmukh Shah	Director	0.24	0		
7	Mr.Mayur Bipinchandra Shah	CFO	0.5	0		
8	Deependra Vedprakash shukla	Director	1.33	0		
9	Anmol Nimesh Sheth	CFO	0.52	0		

1. The median remuneration of employees of the Company during the financial year was Rs. Nil
2. There were 2 (two) permanent employees on the rolls of the Company as on 31st March, 2022.
3. Average percentage increase made in the salaries of employees other than managerial personnel in the last financial year was Nil whereas increase in managerial remuneration for the same financial year was also nil.
4. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

CORPORATE GOVERNANCE REPORT - ANNEXURE D

[As required under Reg.34 (3) and Schedule V(C) of Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Company's shares are listed on:

S. No.	Name of the Stock Exchange	Date of Listing
1	Bombay Stock Exchange	15-04-2015

HKG LIMITED which was originally listed on BSE SME platform w.e.f 15th April, 2015 has migrated to Main Board of BSE LIMITED w.e.f 26th April, 2022.

The Corporate Governance Report has been prepared in accordance with Regulation 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V thereto.

1. CORPORATE GOVERNANCE PHILOSOPHY

- The Company is committed to the highest standards of Corporate Governance Practices.
- The Company relies on strong corporate governance systems and policies of business for healthy growth, accountability and transparency. Good corporate governance will certainly benefit the Board and the management to carry out the objectives effectively for the benefit of the Company and its shareholders.
- The Company endeavours to ensure that highest standards of ethical conduct are maintained throughout the organization.
- The Company has complied with the requirements of corporate governance in accordance with the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. BOARD OF DIRECTORS

- The board of Directors along with its committees provides focus and guidance to the Company's management as well as directs and monitors the performance of the Company.
- The Board presently comprises of Six (6) Directors having rich and vast experience with specialized skills in their respective fields, out of which two (2) are Executive Directors, four (4) are Non-Executive Directors including one (1) women Directors. There are three (3) Independent Directors on the Board.
- The Company has an Executive Chairman. The Executive Chairman and the Managing Director manage the day-to-day affairs of the Company. The Board has an optimum combination of Executive and Non-Executive directors
- All the directors on the Board of the Company have made necessary declarations/disclosures regarding their other directorships along with committee positions held by them in other companies.

a) Composition and Category of directors as on March 31, 2022:

Category	No. of Directors
Promoter, Executive Director, Chairman	2
Non-Promoter, Non-Executive Director	1
Non-promoter, Executive Director	0
Non-Executive, Independent Directors	3
Total	6

The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S. No.	Name of the Directors	Category
1.	*Mr. Yatin Bhupendra Shah	Managing Director, Promoter
2.	Mr. Hardik Manoj Shah	Executive Director
3.	Mr. Meet Paresh Shah	Non-Executive, Non-Independent Director
4.	*Mr. Hemant P.Vastani	Non-Executive, Independent Director

S. No.	Name of the Directors	Category
5.	Mrs. Shikha Mukesh Shah	Non-Executive, Independent Director
6.	Mr. Hemang Hashmukh Shah	Non-Executive, Independent Director
7.	*Mr. Advait Ramesh Koti	Non-Executive Director
8.	*Mr. Deependra Vedprakash Shukla	Non-Executive & Non-Independent Director
9.	* Rajesh Bhupendra Shah	Managing Director

*Mr. Advait Ramesh Koti, Non-Executive and Non-Independent Director and Mr. Deependra Vedprakash Shukla, Non-Executive and Non-Independent Director resigned from the directorship of the Company with effect from January 12, 2022 respectively.

* Mr. Hemant Vastani was appointed as Independent Director by the Board at its meeting held on January 12, 2022 and pursuant to Section 149 of the Companies Act, 2013, Mr. Yatin Bhupendra Shah was appointed as Managing Director for a period of 3 years by the Board at its meeting held on January 12, 2022 and then both the directors regularised at the Extra Ordinary General Meeting held on 14th February, 2022.

* Mr. Rajesh Bhupendra Shah (DIN: 02057050) Managing Director of the Company resigned from the post of Managing Director and directorship of the Company with effect from June 03, 2021.

b) Attendance of each director at the Board meetings held during the year 2021-22 and at the last Annual General Meeting.

Sr. No.	Name of the Director	Category	No of Board Meetings during the Year 2021-22		Attendance at AGM held on	1 No. of Directorships held in other Companies	2 Committee	
			Held	Attended			Chairmanship	Membership
1.	Mr. Yatin Bhupendra Shah	5 Managing Director, Promoter	16	3	-	4		
2.	Mr. Hardik Manoj Shah	Executive Director	16	11	-	3	1	
3.	Mr. Meet Paresh Shah	3 Non-Executive, Non-Independent Director	16	16	yes	-		1
4.	Mr. Hemant Vastani	5 Non-Executive, Independent Director	16	3	-	1	1	1
5.	Ms. Shikha Mukesh Shah	Non-Executive, Independent Director	16	16	yes	-		1
6.	Mr. Hemang Hashmukh Shah	Non-Executive, Independent Director	16	16	yes	-	2	1
7.	Mr. Advait Ramesh Koti	4 Non-Executive Director	16	13	yes	-	-	-
8.	Mr. Deependra Vedprakash Shukla	4 Non-Executive & Non-Independent Director	16	13	yes	-	-	-
9.	Rajesh Bhupendra Shah	Managing Director	16	2	-	2	-	-

Note: 1. excluding directorship in foreign companies and companies incorporated u/s. 8 of the Companies Act, 2013, but including private limited companies. Excluding the Company whose status is "Strike Off" as per data available with the Ministry of Corporate Affairs.

2. Only Membership and Chairmanship of Audit and Stakeholders Relationship Committees of public limited companies including HKG LIMITED are considered.

3. Ceased to be a Managing Director with effect from January 12, 2022.

4. Ceased to be a Director with effect from January 12, 2022.

5. Mr. Hemant P. Vastani was appointed as Independent Director by the Board at its meeting held on January 12, 2022 and Mr. Yatin Bhupendra Shah was appointed as Managing Director for a period of 3 years by the Board at its meeting held on January 12, 2022.

6. Mr. Rajesh Bhupendra Shah (DIN: 02057050) Managing Director of the Company resigned from the post of Managing Director and directorship of the Company with effect from June 03, 2021

c) **Number of board meetings held during the year under review:**

During the year under review, sixteen (16) board meetings were held, on the following dates:

S. No.	Date of the Meeting
1.	29-04-2021
2.	03-06-2021
3.	01-07-2021
4.	03-07-2021
5.	07-09-2021
6.	28-10-2021
7.	29-10-2021
8.	09-11-2021
9.	09-12-2021
10.	17-12-2021
11.	29-12-2021
12.	07-01-2022
13.	12-01-2022
14.	21-02-2022
15.	28-02-2022
16.	10-03-2022

In compliance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the intervening period between two consecutive meetings did not exceed one hundred and twenty days (120 days).

As per the disclosures given by the respective directors, no director is a member of more than ten committees and chairman of more than five committees, as specified in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across all the companies in which he/she is a director. Further, no director is acting as an Independent Director of more than seven listed companies and if he/she is a whole-time director of a listed Company, more than three companies.

Disclosure of Relationships between the Directors inter-se:

Except the Managing director Mr. Yatin Bhupendra Shah and Executive director Mr. Hardik Manoj Shah who are related to each other, no other Director has any relationship with any other Director. The Shareholding of Non- Executive and Independent Directors are as follows:

S. No.	Name and designation of the director	No of shares held as on March 31, 2022
1.	Mr. Meet Paresh Shah (Non-Executive, Non-Independent Director)	Nil
2.	Mr. Hemant P. Vastani (Non-Executive, Independent Director)	1,50,000
3.	Ms. Shikha Mukesh Shah (Non-Executive, Independent Director)	Nil
4.	Mr. Hemang Hashmukh Shah (Non-Executive, Independent Director)	Nil

Familiarisation Programmes for Board Members

On appointment, the Directors are taken through a formal induction program including the presentation from the Managing Director on the Company's general business profile, industry in which it operates legal, marketing, finance and other important aspects. The

Company Secretary briefs the Directors about their legal and regulatory responsibilities as a Director.

The induction for Independent Directors includes interactive sessions with Executive Committee members, Business and Functional Heads.

The Board Members are provided with necessary documents/ brochures, reports, programs and internal policies to enable them to familiarize and get acquainted with the Company's business, procedures and practices.

Periodic presentations are made at the Board and Committee Meetings on business and performance updates of the Company, business strategy and risks involved.

Quarterly updates on relevant statutory and regulatory changes encompassing important laws are provided to the Directors.

The list of core skills / expertise / competencies which are identified by the Board of Directors as required in the context of the business of the Company to function effectively are:

- Business and Administration
- Finance and accounts
- Legal and governance
- Industry knowledge
- Risk management
- Analytical skills
- Financial Management
- Human Resource Management

Confirmation that in the opinion of the Board the Independent Directors fulfill the conditions specified in the Listing Regulations and is independent of the management:

The Board of Directors confirms that in its opinion the Independent Directors fulfill the conditions specified by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Meeting of Independent Directors:

A meeting of the Independent Directors was held on 10th March, 2022, inter alia, to review the performance

of the Non- Independent Directors and the Board as a whole, to review the performance of the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Regulation 25 read with Schedule IV of the Companies Act, 2013 and are independent of the management.

Role of the Company Secretary In Overall Governance Process

The Company Secretary plays a key role in ensuring compliances with all applicable laws to the Company and that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary acts as Secretary to all the Committees of the Board of Directors of the Company.

The Company Secretary also ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision-making at the meetings.

The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company to ensure compliance with applicable statutory requirements, to provide guidance to Directors and to facilitate convening of meetings.

The Company Secretary Interfaces and act as link between the management and regulatory authorities for governance matters.

3. COMMITTEES OF DIRECTORS

A. Audit Committee

Brief description and terms of reference:

The Company has constituted a qualified and independent Audit Committee comprising of 2/3 members as independent directors in accordance with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Committee is empowered with the role and powers as prescribed under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 and Section 177 of the Companies Act, 2013. The Committee also acts in terms of reference and directions of the Board from time to time.

The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company.

The Managing Director, CFO, Internal Auditors and Statutory Auditors are also invited to the meetings, as required, to brief the Committee wherever required. The Company Secretary acts as the secretary of the Committee.

Composition, name of members and chairperson:

S. No.	Name of the Member	Nature of Directorship	Designation	No. of Meetings	
				Held	Attended
1.	Mr. Hemant P. Vastani	Non-Executive, Independent Director	Chairman	4	0*
2.	Ms. Shikha Mukesh Shah	Non-Executive, Independent Director	Member	4	4
3.	Mr. Hemang Hashmukh Shah	Non-Executive, Independent Director	Member	4	4

* Mr. Hemant P. Vastani was appointed w.e.f. January 12, 2022.

Meetings and attendance during the Year 2021-22

During the year, four (04) meetings of the Audit Committee were held and the details of attendance of the directors in such meetings are as follows:

Date of Meeting
03.06.2021
10.08.2021
28.10.2021
03.01.2022

The gap between two Audit Committee meetings was not more than one hundred and twenty days (120 days).

The necessary quorum was present at all the meetings.

B. Nomination and Remuneration Committee (NRC)

The Committee is empowered with the role and powers as prescribed under Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 178 of the Companies Act, 2013 and in the Nomination & Remuneration Policy of the Company. The Committee also acts in terms of reference and directions of the Board from time to time.

The Nomination and Remuneration Committee reviews the profiles & experience, performance appraisals and recommends the remuneration package payable to executive director(s), Key Managerial Personnel and other elements of their appointment and acts in terms of reference of the Board from time to time.

The Company's Remuneration Policy as applicable to directors, key managerial personnel and other senior management personnel of the Company is posted on the company's website at the following web address www.hkglimited.com.

Composition, name of members and chairperson

The NRC comprises of three (3) Non-Executive Directors. The composition of the Nomination and Remuneration Committee is as follows:

S. No.	Name of the Member	Nature of Directorship	Designation	No. of Meetings	
				Held	Attended
1.	Mr. Hemang Hashmukh Shah	Non-Executive, Independent Director	Chairman	3	3
2.	Mr. Hemant P. Vastani	Non-Executive, Independent Director	Member	3	1*
3.	Mr. Meet Paresh Shah	Non-Executive, Non-Independent Director	Member	3	1

* Mr. Hemant P. Vastani was appointed w.e.f. January 12, 2022.

Meetings and attendance during the Year 2021-22

During the year, Three (03) meetings of the Nomination and Remuneration Committee (NRC) were held and the details of attendance of the directors in such meetings are as follows:

Date of Meeting
30.06.2021
12.10.2021
12.01.2022

Performance evaluation criteria for Independent Directors:

Independent Directors have three key roles to play; those are:

- Governance
- Control
- Guidance

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee has recommended the guidelines for the evaluation of performance of Independent Directors. This largely includes:

- The qualification and experience of Independent Directors

- The groundwork the Independent Directors perform before attending the meetings to enable them in giving valuable inputs during meetings.

- The exposure of Independent Directors in different areas of risks the entity faces and advises the entity them to mitigate the same.

In line with the Corporate Governance guidelines, evaluation of all Board members is done on an annual basis. This evaluation is done by the entire Board led by the Chairman with specific focus on the performance and effective functioning of the Board, the Committees of the Board and the individual directors reported to the Board. The evaluation process also considers the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

The entire Board of Directors (excluding the director being evaluated) held the performance evaluation of Independent Directors and on the basis of performance valuation, the Board decided to continue the term of appointment of Independent Directors. Performance evaluation was done by the respective bodies on 10th March, 2022.

C. Stakeholders' Relationship Committee

The composition of the Stakeholders' Relationship Committee is as under:

S. No.	Name of the Member	Nature of Directorship	Designation	March 31, 2022	
				Held	Attended
1.	Mr. Meet Paresh Shah	Non-Executive, Non-Independent Director	Chairman	4	4
2.	Mr. Hemang Hashmukh Shah	Non-Executive, Independent Director	Member	4	1
3.	Mr. Hardik Manoj Shah	Executive Director	Member	4	1

The Stakeholders' Relationship Committee is empowered to oversee the redressal of investors' complaints pertaining to share transfer, lot size change, non- receipt of rights Shares and other miscellaneous complaints. In accordance with Regulation 6 of the SEBI (LODR) Regulations, 2015, the Board has authorized the Company's Registrar and Transfer Agent (RTA) Bigshare Services Private Limited to approve the share transfers/ transmissions and to comply with other formalities in relation thereto in coordination with the Compliance Officer of the Company.

All the investors' complaints, which cannot be settled at the level RTA and the Compliance Officer, will be placed before the Committee for final settlement.

GENERAL BODY MEETINGS

The details of the last three Annual General Meetings (AGMs) held by the company are given below:

Financial Year Ended	Date	Venue	Time	Special Resolution Passed
2020-21	30.09.2021	C-Wing, Madhuban Building, Opp. Dev Nagar New Sai Baba Nagar, Kandivali West, Mumbai 400067	10:30 A.M.	2 Resolution
2019-20	31.12.2020	Office No 1 & 2, Ground Floor, Neelam Industrial Estate, Shantilal Mody Cross Road No. 2, Kandivali (W) Mumbai – 400067	09:30 A.M.	5 Resolution
2018-19	30.09.2019	203, Gupta Arcade, Shrestha Vihar Market, NewDelhi-110092	11:00 A.M.	2 Resolution

The details of General Meetings (other than AGMs) held during the year and the last three years are given below:

Financial Year Ended	Date	Venue	Time	Special Resolution Passed
2021-22	14.02.2022	Postal Ballot		2 Resolution
2021-22	08.04.2021	Postal Ballot		2 Resolution
2020-21	20.08.2020	Postal Ballot		2 Resolution
2020-21	11.07.2020	Postal Ballot		2 Resolution
2019-20	Nil			
2018-19	Nil			

MEANS OF COMMUNICATION

a. Quarterly Results

Quarterly, half-yearly and annual results are published in two Newspapers- one in English and one in Marathi. Annual Reports with audited financial statements are sent to shareholders through permitted mode.

b. Newspapers wherein results normally published

The results are normally published by the Company in the newspapers (Free Press Journal) in English version circulating in the whole of India and in regional newspaper (Nav Shakti) in the vernacular language in all editions.

c. Any website, where displayed.

The results are also published on the Company's website: www.hkglimited.com.

d. Whether it also displays official news releases:

The newsletters and press releases made from time to time, if any, are also displayed on the Company's website.

e. Presentations made to institutional investors or to analysts:

The presentations made from time to time, if any, to institutional investors or to analysts are displayed on the Company's website.

GENERAL SHAREHOLDER'S INFORMATION

Annual General Meeting Date and Time	30.09.2022, 03:00 P.M.
Period Date for exercising e-voting	27.09.2022 to 29.09.2022
Financial Year	01 st April, 2021-31 st March, 2022
Cut-off date	23.09.2022
Dividend Payment Date	NA
Name of the Stock Exchange	BSE LIMITED
Scrip Code	539097
Name of the Stock Exchange	BSE LIMITED
Scrip Code	539097

Listing fees to the stock exchanges and Annual custodian fees to depositories for the year 2021-22 and 2022-23 have been paid.

Market price data & Share performance of the Company:

The monthly high, low and trading volumes of the Company's equity shares during the financial year 2021-22 at Bombay Stock Exchange of India Limited (BSE) are given below:

In case the securities are suspended from trading, the directors' report shall explain the reason thereof:

During the reporting period there are no instances of suspension of trading in the shares of the Company.

Registrar to an Issue and Share Transfer Agents:

Registrar and Transfer Agents (for shares held in both physical and demat mode)	Bigshare Services Private Limited
Telephone Numbers	022 – 62638261
Contact Person	Mr. Jibu John
Email id	jibu@bigshareonline.com investor.del@bigshareonline.com
Website	www.bigshareonline.com

Share Transfer System

Bigshare Services Private Limited, Mumbai, is the Company's Registrar and Share Transfer Agent. Share transfers are registered and processed in the normal course within a period of less than 15 days from the date of receipt if the documents are in order in all respects, in line with Schedule VII to the Listing Regulations. Request for dematerialisation of shares are processed and confirmation is given to the respective depositories, i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 15 days.

The Registrar and Share Transfer Agent has been delegated the power of share transfer to expedite the transfer formalities, which is in line with Schedule VII and Regulation 40 of the SEBI (Listing Obligations and Disclosure Regulations) 2015.

The entire equity shares of the Company are held in Dematerialized form.

Shareholding Pattern as on 31st March, 2022:

Category	No of Shares Held	Percentage of Capital
Promoter & Promoter Group	16290000	31.03%
Public shareholder	36210000	68.97%

The breakup of Shares in demats and physical form as on 31st March, 2021 is as follows.

Particulars	No. of shares of ` 2 /- each	% of Shares
PHYSICAL	-	-
DEMAT	52500000	100%

Outstanding Global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

No GDR/ADRs/ warrants or any convertible instruments have been issued by the Company during the year under review or are outstanding as at the end of the financial year 2021-22.

Commodity Price Risk or Foreign Exchange Risk and Hedging activities.

The Company is not involved in any such activity.

Address for Correspondence:

Corporate Office	C Wing Madhuban Society, opp. Dev Nagar, New Saibaba Nagar, Kandivali West, Mumbai, Maharashtra 400067
Mobile Number	+91-9867138845
Website	www.hkglimited.com
E-mail id	info@hkglimited.com

4. OTHER DISCLOSURES

A. Disclosures on Materially Significant Related Party Transactions that may have potential conflict with the interests of listed entity at large:

There are no related party transaction during the financial year under review except the one disclosed in the financial statements. The Company does not have any subsidiary or associate company or group company, therefore Related Party Disclosure as required under Schedule V of SEBI (LODR) Regulations is not applicable.

The Remuneration paid to Managing Director and Executive Chairman is approved by Shareholders as per the provisions of Companies Act, 2013. Policy for Related Party Transactions is hosted on the Company's website at www.hkglimited.com.

B. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

There was no instance of non-compliance pertaining to stock exchanges, statutory authority or any other capital market regulator during the preceding three years.

C. Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee;

The Company has formulated a Whistle Blower Policy and has also established a vigil mechanism for employees and directors to report genuine concerns and instances of fraud/ illegal activities and no personnel had been denied access to the Audit Committee. The Policy is placed on the website of the Company under the web link: www.hkglimited.com. As per the Policy and Internal Code of Conduct all personnel of the Company have been given access to the Chairman of Audit Committee.

D. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements enumerated in the Listing Regulations and the Companies Act, 2013 read with the rules made thereunder and is also in compliance with non-mandatory requirements to maximum extent.

E. Web Link of the Policy for determining "material" subsidiaries is disclosed.

The Company does not have any subsidiary; therefore the Company did not adopt any policy on "Material Subsidiary".

F. Web link of the policy on dealing with Related Party Transactions.

The Board has formulated a policy on Related Party Transactions and has revised it from time to time in the light of amendments to the Listing Regulations and the same is available on the Company's website under the web link: www.hkglimited.com.

G. Disclosure of Commodity Price Risks and Commodity Hedging Activities:

The Company is not dealing in any commodities.

H. A certificate from Mr. Brijesh Shah & Associates, Practicing Company Secretary, Mumbai stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority, has been enclosed separately to this Report.

I. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): No

J. Whether the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant financial year: No

K. Total fees for all services paid by the listed entity to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:

Particulars	in lakhs
Name of Auditor	M/s MITTAL AGARWAL & CO.
Statutory Audit	1.00
Taxation matters	0.35
Reimbursement of expenses	0.50

L. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has constituted Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The disclosure pertaining to the complaints are given hereunder:

No. of complaints received during the year	Nil
No. of complaints disposed off during the year	Nil
No. of complaints pending as on end of financial year	Nil

Non-compliance of any requirement of Corporate Governance Report, with reasons thereof shall be disclosed:

All the above requirements w.r.t. this Report have been complied with.
The extent to which the discretionary requirements as specified in the Part E of Schedule II have been adopted.

The Company has adopted / complied with the discretionary requirements specified in Part E of Schedule II as detailed below:

(i) The Board:

The office of Mr. Yatin Bhupendra Shah, Executive Chairperson, is maintained at the expense of the Company and he is allowed reimbursement of expenses incurred in performance of his duties, if any.

(ii) Shareholders Rights:

All quarterly /half yearly/ annual financial results are submitted to the stock exchanges and are simultaneously placed on the website of the Company at www.hkglimited.com part from being published in the newspapers.

(iii) Modified opinion(s) in audit report

There are no modified opinions in the Audit Report for the financial year ended 31st March, 2022.

(iv) Reporting of Internal Auditor:

The Internal Auditor of the Company reports directly to the Chairman of the Audit Committee, stating observations, if any.

The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report:

Regulation	Particulars of regulations	Compliance status (Yes/No)
17	Board of directors	Yes
17A	Maximum Number of Directorship	Yes
18	Audit committee	Yes
19	Nomination and Remuneration committee	Yes
20	Stakeholders Relationship committee	Yes
21	Risk Management committee	NA
22	Vigil mechanism	Yes
23	Related party transactions	Yes
24	Corporate Governance requirements with respect to Subsidiary of listed entity	NA
24A	Secretarial Audit	Yes
25	Obligations with respect to Independent directors	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46(2) (b) to (i)	Website	Yes

Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management:

The Company has in place a comprehensive Code of Conduct (the Code) pursuant to Regulation 17(5) of Listing Regulations which is applicable to all the senior management personnel and directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities.

A copy of the Code of Conduct has been placed on the Company's website www.hkglimited.com All the Board members and the senior management personnel have confirmed compliance with the Code.

Declaration on compliance with Code of Conduct is annexed to this Report.

MD And CFO Certification:

The Managing Director and Chief Financial Officer have provided a certificate in compliance with the Regulations 17(8) of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall be annexed with the Directors' Report:

Compliance Certificate on the compliance of conditions of corporate governance pursuant to Para E of Schedule V to the SEBI (LODR) Regulations, 2015 from Mr. Brijesh Shah, Practising Company Secretary, Mumbai, is enclosed as an annexure to this Report.

Transfer of shares to Investor Education & Protection Fund (IEPF):

This provision is not applicable to the Company as the Company has not declared dividend in the year 2021-22.

Unclaimed Equity Dividends and Shares:

This provision is not applicable to the Company as the Company has not declared dividend in the year 2021-22.

Management Discussion and Analysis Report - ANNEXURE E

Guidance for Investor to file claim: Not Applicable

Disclosures with respect to demat suspense account/ unclaimed suspense account:

Since no shares of the Company have been transferred to Demat Suspense Account/ Unclaimed Suspense Account in accordance with Regulation 39 of the SEBI (LODR) Regulations, 2015 read with Schedule VI thereto, disclosures w.r.t. the same are not applicable to the Company.

By order of the Board
For HKG Limited
Sd/-
Mr. Yatin Bhupendra Shah
Managing Director

Date: 08/09/2022
Place: Mumbai

Indian Economy

India's economy is expected to grow at 9% in 2021, the highest among global economies, showing a solid recovery fuelled by favourable monetary and fiscal policies, widespread vaccinations, and significant structural reform progress. The agriculture and industrial sectors drove robust growth in exports and improved loan uptake over the year. Banks and non-banking financial companies are in better financial shape than they were in 2018. However, India, like the rest of the world, has been experiencing enormous inflationary pressures. Given sustained inflation pressures in the coming quarters, including the impact of the Russia-Ukraine conflict, faster tightening of financial conditions with RBI rate hikes, high oil prices impacting the current account balance and fiscal deficit, and subsequent Covid-19 outbreaks, the outlook is likely to be impacted.

In addition to the government's sustained emphasis on infrastructure spending, the Indian economy is likely to benefit from a recovery in consumption backed by rising normalisation of activities, increased rural income, and a boost from pent-up household savings. In FY 2022-23, government CAPEX is expected to rise to 2.9% of GDP, the highest level in nearly two decades. With improved demand leading to enhanced manufacturing sector capacity utilisation and the launch of the Production-Linked Incentive Scheme, private corporate investment is projected to ramp up in the second half of the year.

(Source: ATMA Ecosheet March 2022indias rating)

Industry Perspective & Overview

Web Services Overview & Opportunities

The Covid-19 pandemic has enhanced the importance of digital transformation projects around the world in the last two years. They're investing in front-end transformations and personalization of the customer experience, as well as back-end operations, in order to run smoothly, simplify and digitise procedures, minimise customer support request turnaround times, and improve the end-to-end customer journey.

New-age technologies are revolutionising the landscape of the consumer goods sector in India, creating opportunities for businesses, consumers, and customers alike. As more people shop online and more digital-first firms enter the market, e-commerce continues to gain popularity. Retailers are revamping their business strategies to stay more engaged in the digital era by focusing on technology.

The shift in technology consumption reflects the economy's current developments. Recent events have expedited digital adoption, raised awareness of supply chain resilience, and heightened the sustainability requirement. Each of them is an opportunity to help your firm, as well as the ecosystem as a whole, grow. Digital transformation has become ingrained in the operations of businesses, governments, and communities. Your firm continues to play an important role in this shift, assisting clients in embracing new technology, first to cope with the crisis, and subsequently to innovate at scale and develop their businesses.

In 2021, global technology spending increased significantly to \$1.7 trillion. Accelerated investments in digital transformation and cloud adoption in response to changing customer patterns and the need for increased operational resilience were the key factors. Additionally, businesses who wanted to free up financial and human resources to implement their transformation initiatives outsourced more. The outsourcing need was exacerbated by a significant talent shortage. IT services increased by 6.2 percent year over year to \$899 billion, while BPM increased by about 5% to \$211 billion.

Open Network for Digital Commerce (ONDC)

Our Prime Minister is fully focused on country development in various aspects and digitizing India is one of the major projects. Digital India is a flagship programme of the Government of India with a vision to transform India into a digitally empowered society and knowledge economy. A digitalize Bharat mission leads the country towards complete digitalization. India is the second-fastest digitizing nation in the world. India is on the path to becoming a \$1 trillion digital economy by 2025.

On December 31, 2021, ONDC was incorporated as a private sector, non-profit (Section-8) company to democratize e-commerce in India and offer alternatives to proprietary e-commerce sites. ONDC was incubated by the Department for Promotion of Industry and Internal Trade (DPIIT) at the Quality Council of India. **The Indian government hopes it will democratize the country's online market for all buyers and sellers, irrespective of their size, so that millions of small retailers and kirana stores get an equal opportunity.**

Scope

ONDC) is the first-of-its-kind initiative globally to pave the way for reimagining digital commerce in India. ONDC is not platform-centric, and its objective is to match the online

consumer's demand with the nearest available source of supply. Consumers can thus find any seller, product, or service via any compatible application or platform – offering real freedom of choice.

ONDC is expected to digitize the entire value chain, standardize operations, foster inclusion of suppliers, usher in efficiency in logistics, and augment value for consumers. It will empower suppliers and consumers by breaking the monopoly of giant platforms to drive innovation and transform businesses in sectors like retail, food, and mobility.

Dynamic pricing, inventory management and optimisation of delivery cost are the three important things in ONDC which will help reduce the cost of doing business for everybody, including retailers. Through this platform, consumers can potentially discover any seller, product or service by using any ONDC-compatible application or platform, thus increasing freedom of choice for consumers. ONDC would standardise all operations like cataloguing, inventory management, order management and order fulfilment.

Indian Retail Market Opportunity

The Indian unorganised retail market presents a massive opportunity. The solution for growth and opportunity lies in using technology to make unorganised retail more efficient. This is an opportunity for local traders and businesses to go Global digitally and help them increase their businesses. ONDC is a non-profit company whose network will enable the display of products and services from all participating e-commerce platforms in search results across all apps on the network.

The future belongs to those who can build models that can organise millions of unorganised retailers to expand and create new online markets. India would see \$100 billion internet businesses emerge when billions of Indians access the digital experience. India's e-commerce ecosystem is pegged as a US\$200 billion opportunity by 2027. ONDC aims to raise e-commerce penetration in the next two years to 25% of India's consumer purchases, from nearly 8% now. It also hopes to sign up 900 million buyers and 1.2 million sellers on the shared network within the next five years. The government estimates that India's e-commerce market was worth more than \$55 billion in gross merchandise value in 2021 and will grow to \$350 billion by the end of this decade. Currently, E-Commerce Giants control more than 60% of the market.

The opportunity is big and HKG is ready to take off to leverage this opportunity

Source:

<https://economictimes.indiatimes.com/industry/services/retail/govt-to-launch-open-network-for-digital-commerce-in-five-cities/articleshow/91159016.cms>

<https://www.india-briefing.com/news/what-is-the-open-network-for-digital-commerce-ondc-and-how-will-it-impact-ecommerce-in-india-23463.html/>

<https://www.livemint.com/companies/news/what-is-ondc-india-s-project-for-an-open-e-commerce-network-11654097068290.html>

<https://www.livemint.com/industry/retail/how-ondc-seeks-to-democratize-digitalcommerce-11635357057863.html>

Business Overview:

HKG Limited is one of India's fastest-growing digital business conglomerates. Through the use of our digital interfaces and services, HKG seeks to connect small businesses and empower them to grow their business with Phyigital concept.

The company has developed new age businesses like Area Online, My Rera, My Locker, Digital Marketing, HKG Daily News, Investment & Trading Platform. Through this new age business verticals the company is having presences across industries like Retail, Hyperlocal, E-commerce, Real Estate, Digital Marketing, News & Information, Web Services etc.

Financial Performance with Respect to Operational Performance:

During the year under review, the Company recorded Total Revenue of ₹ 685.48/- Lakhs against ₹ 663.22/- Lakhs in the previous year. The Company has recorded EBITDA of ₹153.90/- Lakhs against ₹ 87.45/- Lakhs which translate to YoY growth of 76%. The Company has reported Net Profit of ₹ 147.39/- Lakhs against ₹ 70.83 Lakhs in the previous year which translate to YoY growth of 108%.

Segment Wise Performance:

During the year company was operating in two business verticals of Digital Marketing & Trading of Securities.

Digital Marketing Service segment remained most profitable business of the company it has contributed ₹ 275.04 lakhs to Revenue which is 40% contribution to the Total Revenue & Operating Profit of ₹ 208.53 lakhs which is 97% contribution to the total Operating Profits

While from Trading of Securities has contributed ₹ 403.52 lakhs to Revenue which is 60% contribution to the Total Revenue. But due to volatile markets this segment reported Operating Loss of ₹ 1.32 lakhs.

Earnings Per Share (EPS):

In the financial year 2020-2021, the company had an EPS of ₹ 0.41, compared to ₹ 0.27 in the previous year.

Dividend

Your directors believe that the earnings produced should be used to improve the firm, hence no dividend is proposed for the current fiscal year.

RISKS AND CONCERNS:

It's critical to accurately analyse each segment's risk so that it may be reduced before it becomes a concern. Statutory compliances, the economy, financials, government policies, market-related, operational, products and technology, and so on are all examples of general risk sectors. The management conducts a quick examination of potential risk areas with the goal of defining a framework for identifying, evaluating, and reducing risk in the decision-making process, as well as encouraging proactive rather than reactive management.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The company has a good internal control system in place. It has procedures in place for all financial and operational responsibilities. These controls were created to offer reasonable confidence in the areas of maintaining effective accounting controls, operations monitoring, asset protection from unlawful use or loss, regulatory compliance, and financial reporting dependability.

In these areas, the Company has continued to align all of its processes and controls with worldwide best practices.

HUMAN RESOURCES & INDUSTRIAL RELATIONS:

The Company's Human Resources strategy is to create and maintain a high-performing, competency-driven culture with a heightened feeling of accountability and responsibility. The Company has taken practical initiatives to build organisational competency through employee involvement and development, as well as the implementation of effective procedures to improve productivity, equality, and responsibility at all levels. With the changing and turbulent business environment, the Company's primary focus is to upgrade the skill and knowledge levels of existing human assets to the required level by providing appropriate leadership at all levels, motivating them to face the harsh realities of business, instilling the attitude of speed and taking responsibility. Employees at all levels receive continual in-house and external training in order to maintain their skills, knowledge, and business facilities up to date. The task of rationalising and streamlining the staff is ongoing. Throughout the year, the state of labour relations remained stable.

CAUTIONARY STATEMENT:

The Company's objectives, projections, outlook, expectations, estimates, and other information expressed in the Management Discussion and Analysis may be considered forward-looking statements under applicable securities laws and regulations. These statements are based on certain assumptions that the Company cannot guarantee.

Several circumstances, some of which the Company may not have direct control over, could have a substantial impact on the Company's operations. As a result, actual results may differ materially from such projections, whether expressed or implied, because it would be beyond the Company's ability to successfully implement its growth strategy. The Company assumes no obligation or responsibility to update forward-looking statements or to publicly amend, modify, or revise them to reflect events or circumstances that occur after the date of the statement on the basis of subsequent development, information, or events.

The Management of HKG Limited (HKG, or the Company) presents below an analysis of its performance during the year under review, i.e. Accounting year ended 31st March, 2022 (for the period April 1, 2021 up to March 31, 2022).

**MANAGING DIRECTOR AND CFO CERTIFICATE COMPLIANCE CERTIFICATE
UNDER REGULATION 17(8) OF THE LISTING REGULATIONS**

To,
The Board of Directors
HKG LIMITED
Registered Address: C Wing,
Madhuban CHS Ltd,
New Sai Baba Nagar, Opp Dev Nagar,
Kandivali (West), Mumbai,
Maharashtra, 400067.

Dear Sir(s)
The Managing Director and Chief Financial Officer have certified to the Board that:

- a) They have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31 2022 and that to the best of their knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards applicable laws and regulations.
- b) There are to the best of their knowledge and belief no transactions entered into by the Company during the year which are fraudulent illegal or violative of the Company's Code of Conduct.
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee deficiencies in the design or operation of such internal controls if any of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) They have indicated to the auditors and the Audit Committee the following:
 - i. significant changes in internal control over financial reporting during the year if any;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which they have become aware and the involvement therein if any of the management or an employee having a significant role in the company's internal control system over financial reporting.

For HKG LIMITED
Sd/-

Yatin Bhupendra Shah
Managing Director

Mayur Bipinchandra Shah
Chief Financial Officer

Date: 08/09/2022
Place: Mumbai

**DECLARATION PURSUANT TO PART D OF SCHEDULE V OF SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,
The Board of Directors
HKG LIMITED
Registered Address: C Wing,
Madhuban CHS Ltd,
New Sai Baba Nagar, Opp Dev Nagar,
Kandivali (West), Mumbai,
Maharashtra, 400067.

Sub: Compliance with Code of Conduct

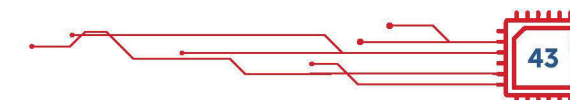
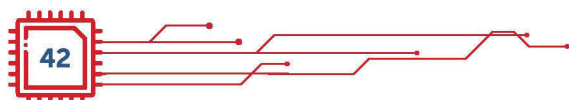
I hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company as adopted by the Board of Directors.

For HKG LIMITED

Sd/-

Yatin Bhupendra Shah
Managing Director

Date: 08/09/2022
Place: Mumbai



Independent Auditor's Report

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of HKG Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no key audit matters to be communicated in our report.

Other Matters

The financial statements of the Company for the year ended 31 March, 2021 included in these financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on the financial statements for the year ended 31 March 2021 on 03 June 2021.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls,

that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards of Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company

has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable;
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes on Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company does not have any pending litigations.

- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d. (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.

- e. The Company has not declared or paid any dividend during the year.
4. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by

the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Mittal Agarwal & Company
Chartered Accountants
(Firm Registration No. 131025W)

Deepesh Mittal
Partner
Membership No. 539486
UDIN: 22539486AJFAJZ5383

Place: Mumbai
Dated: 18/05/2022

Annexure A to the Independent Auditors' Report on the financial statements of HKG Limited for the year ended 31 March 2022

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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| <p>1a A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.</p> <p>B. The Company does not own any intangible assets. Accordingly, clause 3(i)(a)(B) of the Order is not applicable to the Company.</p> <p>1b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.</p> <p>1c The Company does not own any immovable property. Accordingly, clause 3(i)(c) of the Order is not applicable to the Company.</p> <p>1d According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or intangible assets or both during the year.</p> <p>1e According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.</p> <p>2a The Company does not own any physical inventory, all its inventory is in the form of shares and securities which are in dematerialized form. Accordingly, clause 3(ii)(a) of the Order is not applicable to the Company.</p> <p>2b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been not sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.</p> | <p>3 According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, clause 3(iii) of the Order is not applicable to the Company.</p> <p>4 According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not provided any guarantee or security as specified under Sections 185 and 186 of the Act. In respect of the investments made and loans given by the Company, in our opinion the provisions of Sections 185 and 186 of the Act have been complied with.</p> <p>5 The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable to the Company.</p> <p>6 According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable to the Company.</p> <p>7a The Company does not have liability in respect of Sales tax, Service tax, Duty of excise and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.</p> <p>According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities. As informed to us, the provisions of Provident fund and Employees' State Insurance were not applicable to the Company.</p> <p>According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2022 for</p> |
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| <p>a period of more than six months from the date they became payable.</p> <p>7b According to the information and explanations given to us, there are no dues of income tax, sales tax, value added tax, service tax, goods and service tax, duty of customs, duty of excise which have not been deposited with the appropriate authorities on account of any dispute.</p> <p>8 According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.</p> <p>9a According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest to any lender during the year.</p> <p>9b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.</p> <p>9c According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has applied term loans for the purpose for which it was obtained.</p> <p>9d According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, the Company has not raised any funds on short-term basis. Accordingly, clause 3(ix)(d) of the Order is not applicable to the Company.</p> <p>9e According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company does not have any subsidiaries, associates or joint ventures as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable to the Company.</p> <p>9f According to the information and explanations given to us and procedures performed by us, we report that the Company does not have any subsidiaries, associates</p> | <p>or joint ventures as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable to the Company.</p> <p>10a The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.</p> <p>10b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.</p> <p>11a Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.</p> <p>11b According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.</p> <p>11c We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.</p> <p>12 According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.</p> <p>13 In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.</p> <p>14a Based on information and explanations provided to us and our audit procedures, in our opinion, the Company</p> |
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Annexure B to the Independent Auditors’ Report on the financial statements of
HKG Limited for the year ended 31 March 2022

- has an internal audit system commensurate with the size and nature of its business.

14b We have considered the internal audit reports of the Company issued till date for the period under audit.

15 In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

16a The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable to the Company.

16b The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable to the Company.

16c The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the Company.

16d According to the information and explanations provided to us during the course of audit, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

17 The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- 18 There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.

19 According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20 In our opinion and according to the information and explanations given to us, provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable to the Company.

For **Mittal Agarwal & Company**
Chartered Accountants
(Firm Registration No. 131025W)

Place: Mumbai
Dated: 18/05/2022

Deepesh Mittal
Partner
Membership No. 539486
UDIN: 22539486AJFAJZ5383

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to the financial statements of HKG Limited ('the Company') as of 31 March 2022 in conjunction with our audit of the financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to the financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note').

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act,

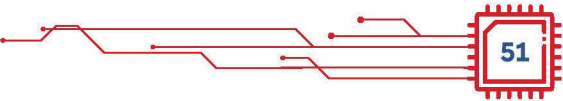
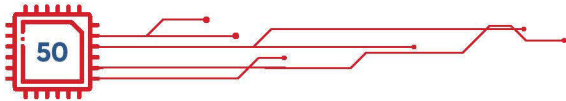
to the extent applicable to an audit of internal financial controls with reference to the financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the financial statements.

Meaning of Internal Financial Controls with Reference to the Financial Statements

A company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls with Reference to the Financial Statements

Because of the inherent limitations of internal financial controls with reference to the financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections

of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial controls with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **Mittal Agarwal & Company**
Chartered Accountants
(Firm Registration No. 131025W)

Deepesh Mittal
Partner
Membership No. 539486
UDIN: 22539486AJFAJZ5383

Place: Mumbai
Dated: 18/05/2022

Balance Sheet

As at 31 March 2021

(Amount ₹ in Lakh)			
Particulars	Note	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	4	32.88	20.99
(b) Financial Assets			
(i) Investments	5	100.00	-
(C) Deferred Tax Assets (Net)	6	1.19	-
Current Assets			
(a) Inventories	7	348.85	189.14
(b) Financial Assets			
(i) Trade Recievable	8	33.48	0.18
(ii) Cash and Cash Equivalents	9	380.01	21.78
(iii) Other Bank Balance	10	803.00	-
(iv) Other Financial Assets	11	92.96	50.19
(c) Current Tax Assets (Net)	12	28.28	-
(d) Other Current Assets	13	15.87	16.64
Total Assets		1,836.52	298.92
EQUITIES AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	1,050.00	350.00
(b) Other Equity	15	756.69	(72.88)
Total Equity		1,806.69	277.12
LIABILITIES			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	10.04	-
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	2.42	-
(i) Trade Payable	18		
- total outstanding dues of micro enterprises and small enterprises		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		4.95	3.48
(ii) Other Financial Liabilities	19	8.53	-
(b) Other Current Liabilities	20	3.90	3.43
(c) Current Tax Liabilites (Net)	21	-	14.90
Total Equity and Liabilities		1,836.52	298.92
See accompanying Notes to the Financial Statements	1 - 42		

As per our Audit Report of even date attached

For **Mittal Agarwal & Company**
Chartered Accountants
Registration No. 131025W

Deepesh Mittal
Partner
M. No. 539486

Place : Mumbai
Date: 18th May, 2022

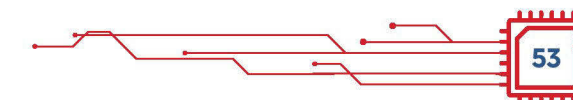
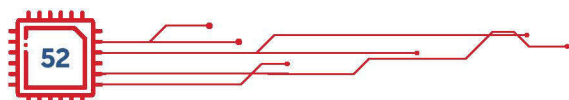
For and on behalf of the Board

Yatin Bhupendra Shah
Managing Director
DIN: 02055422

Mayur Bipinchandra Shah
Chief Financial Officer

Hardik Shah
Executive Director
DIN: 06843854

Ankita Gupta
Company Secretary



Statement Of Profit And Loss

for the year ended 31 March 2022

(Amount ₹ in Lakh)			
	Note	Year ended 31 March 2022	Year ended 31 March 2021
Income			
Revenue From Operations	22	678.57	663.22
Other Income	23	6.92	0.00
Total Income		685.48	663.22
Expenses			
Purchase of Stock-In-Trade	24	564.55	620.89
Changes in Inventories of Stock-In-Trade	25	(159.71)	(68.61)
Employee Benefits Expense	26	50.42	5.08
Finance Costs	27	0.53	0.01
Depreciation	4	13.37	1.44
Other Expenses	28	76.75	18.09
Total Expenses		545.92	576.90
Profit Before Exceptional Items and Tax		139.57	86.31
Exceptional Items		-	-
Profit Before Tax		139.57	86.31
Tax Expense			
Current Tax		9.36	16.00
Earlier Year Tax		(16.00)	-
Deferred Tax		(1.19)	(0.51)
		(7.83)	15.49
Profit for the period		147.39	70.83
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total other Comprehensive Income/(Loss) for the Year		-	-
Total Comprehensive Income for the year		147.39	70.83
Earnings Per Equity Share of Face Value of ₹ 2 each	29		
Basic (in ₹)		0.41	0.27
Diluted (in ₹)		0.41	0.27
See accompanying Notes to the Financial Statements	1 - 42		

As per our Audit Report of even date attached

For **Mittal Agarwal & Company**
Chartered Accountants
Registration No. 131025W

Deepesh Mittal
Partner
M. No. 539486

Place : Mumbai
Date: 18th May, 2022

For and on behalf of the Board

Yatin Bhupendra Shah
Managing Director
DIN: 02055422

Mayur Bipinchandra Shah
Chief Financial Officer

Hardik Shah
Executive Director
DIN: 06843854

Ankita Gupta
Company Secretary

Statement of Cash Flows

for the year ended 31 March 2022

(Amount ₹ in Lakh)		
Particulars	Year Ended 31 March 2022	Year Ended 31 March 2021
A. Cash Flow from Operating Activities		
Net Profit Before Exceptional Items and Income Tax	139.57	86.31
Adjustments :		
Depreciation and Amortisation	13.37	1.44
Interest Income	(6.77)	-
Operating Profit Before Working Capital Changes	146.16	87.76
Changes in Working Capital :		
(Increase) / Decrease in Inventories	(159.71)	(68.61)
Decrease in Trade Receivables	(33.30)	0.12
Decrease in Trade Payables	1.47	2.78
(Increase) / Decrease in Financial Asstes	(42.00)	9.83
Increase /(Decrease) in Current Liabilities	6.58	3.66
Increase / Decrease in Current Loans (Liabilities)	-	(2.91)
Cash Generated from Operations	(80.80)	32.62
Taxes	(36.54)	-
Net Cash Flow Generated from/ (Used In) Operating Activities	(117.34)	32.62
Cash Flow From Investing Activities		
Purchase of Fixed Assets	(25.26)	(20.32)
Sale /(Purchase) of Investment	(100.00)	-
Changes in Other Bank Balance	(803.00)	-
Interest Income	6.77	-
Net Cash Flow (Used In) / Generated From Investing Activities	(921.49)	(20.32)
Cash Flow from Financing Activities		
Increase in Share Capital	1,400.00	-
Expenditure of Capital Nature	(17.82)	
Increase in Borrowings	14.88	
Net Cash Generated From Financing Activities	1,397.06	-
Net Increase in Cash and Cash Equivalents	358.23	12.30
Cash and Cash Equivalents at the beginning of the year	21.78	9.48
Cash and Cash Equivalents at the end of the year	380.01	21.77