

AKI INDIA LIMITED

(CIN: L19201UP1994PLC016467)

Reg. Off.: D-115, Defence Colony Jajmau, Shiwans Tanney, Kanpur Nagar, Jajmau,
Uttar Pradesh - 208010

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Contact No.: +91 512 2463150 / +91 512 2460866

Date: 11th November, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

To,
National Stock Exchange of India Limited
“Exchange Plaza”, C-1, Block G,
Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051

Dear Sir/ Madam,

Sub: Notice of Extra Ordinary General Meeting
Ref: Security Id: AKI/ Code: 542020/ Series: BE

We hereby inform you that the Board of Directors of the Company had decided to call Extra Ordinary General Meeting of the Company on Monday, 4th December, 2023 at 3:00 P.M through VC/ OAVM.

Notice of Extra Ordinary General Meeting of the Company is enclosed.

The Company is providing remote E-voting facility to all the shareholders of the Company. The Company has set 27th November, 2023 as the “Cut-off Date” for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the Extra Ordinary General Meeting for remote E-voting. The remote E-voting period begins on 1st December, 2023 at 9:00 A.M. and ends on 3rd December, 2023 at 5:00 P.M.

Kindly take the same on your record and oblige us.

Thanking You.

For, Aki India Limited

Mohammad Ajwad
Whole-time Director
DIN: 07902475

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the Extra Ordinary General Meeting of the Shareholders of **AKI INDIA LIMITED** will be held on Monday, 4th December, 2023 at 3:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following **Special Businesses**:

1. Increase in Authorised Share Capital and Alteration of the Capital clause in Memorandum of Association of the Company.

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

"RESOLVED THAT, pursuant to the provisions of Section 13, 61 read with Section 64, Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each ranking pari passu in all respect with the Existing Equity Shares of the Company."

"RESOLVED FURTHER THAT, the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each.

"RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of the Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. Offer, issue and allot Equity shares on Preferential Basis for consideration in cash:

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

"RESOLVED THAT, pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (the "Stock Exchanges") on which the Equity Shares of the Company having face value of Rs. 2/- (Rupees Two Only) each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of

Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 2,00,00,000 (Two Crores) fully paid up Equity shares of the Company having a face value of Rs. 2/- (Rupees Two Only) each at a price of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) per Equity share (including a premium of Rs. 16.71/- (Rupees Sixteen and Seventy-One Paise Only) per share ('Preferential Allotment Price'), as per valuation report received from Registered Valuer, aggregating to not exceeding Rs. 40,00,00,000/- (Rupees Forty Crores Only) (amounts round off nearby zero), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottees, who belong to the Non-Promoter category, for consideration in cash, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottees	No. of Equity shares proposed to be issued
1.	Aanchal Jain	50000
2.	Aashi Neerav Bansal	100000
3.	Aashita Jain	100000
4.	Abhishek Parwal	100000
5.	Adheesh Kabra	100000
6.	Aegis Investment Fund PCC	1000000
7.	Amish K Mehta	20000
8.	Amita Poddar	200000
9.	Anila Jain	100000
10.	Anju Garg	34000
11.	Ankit Bansal HUF	100000
12.	Ankit Sharma	50000
13.	Ankur Bhupendra Shah	53500
14.	Archana Chawla	200000
15.	Archana Kabra	100000
16.	Arihant Jain	100000
17.	Arpit Dokania	600000
18.	Arun Kumar Dhamija	100000
19.	Arun Kumar Jain	100000
20.	Ashu Kumar Aggarwal	200000
21.	Avrums India Private Limited (Umesh Garg)	100000
22.	Bala Ravi Teja Sepuri	20000
23.	Behram Noorali Sodawala	42000
24.	Bharat Bhusan Sahny	50000
25.	Bhawna Gupta	50000
26.	Bijender Kumar Jain	50000
27.	Bipin Chandra Dhiraj Lal Dhamani	25000
28.	Bipin Dhiraj Lal Dhamani HUF	25000
29.	BNP Paribas Arbitrage ODI	1000
30.	Cheenu Bhatia	50000
31.	Deepak Lodha	50000
32.	Devendra Aggarwal	96000
33.	Dhiraj Jain	100000
34.	Dhruv Agarwal	50000
35.	Dhruvil Nimesh Joshi	500000
36.	Dileep Kumar Mani Tripathi	20000
37.	Dilip Kumar Lalwani Sons HUF	100000

38.	Divya Aggarwal	200000
39.	Drishti Jain	100000
40.	EPS Finest Pvt. Ltd.(Madhu Sudan Goyal)	150000
41.	Geetam Shree	100000
42.	Guru Narain Rajgarhia	71000
43.	Harjit Garg HUF	360000
44.	Harsh Bansal	100000
45.	Harshika Jain	50000
46.	Hem Chand Jain	100000
47.	Hiten Bansal	100000
48.	Ishu Agarwal	200000
49.	Jay Bipin Bhai Damani	25000
50.	Jethwa Mohmedsoeb Musabhai	72000
51.	Kanika Gupta	50000
52.	Kapil Garg	200000
53.	Karavajjanavar Channabasappa Shambulinga	20000
54.	Kartik Gupta	1000
55.	Karun Singla	20000
56.	Khusboo Gupta	100000
57.	Kuldeep Kaur Bhangoo	20000
58.	Lalit Shah	20000
59.	Lokesh Jain	100000
60.	Madan Lal Bothra	100000
61.	Madhu Garg	100000
62.	Madhu Sudan Khurana	100000
63.	Mahesh Goel	100000
64.	Mamta Jain	150000
65.	Manish Bansal	100000
66.	Manish Pravinchandra Kiri	500000
67.	Manisha Gupta	53500
68.	Manju Garg	150000
69.	Manoj Gupta	250000
70.	Mayank Jain	100000
71.	Mayank Sandooja	50000
72.	Mili Gupta	1000
73.	Minakshi	100000
74.	Mithlesh Jain	100000
75.	Mohit Vinod Kumar Agarwal	500000
76.	Mrs. Shilpy Aggarwal	250000
77.	Mukesh Kumar Garg HUF	50000
78.	Muskan Jain	100000
79.	Muskan Kankaria	300000
80.	Mustafa Zoeb Kachawala	42000
81.	Nabil Nisarali Sayyad	42000
82.	Naresh Kumar Aggarwal	100000
83.	NAV Capital VCC	2000000
84.	Naval Kishore Rajgarhia	400000
85.	Neha Gupta	150000
86.	Nikhil Tyagi	200000
87.	Nikunj Sultania	100000
88.	OMAS Securites Pvt. Ltd. (Sunil Jain)	100000
89.	Padam Singh Baid Mehta	100000
90.	Pankaj Gaur	20000
91.	Parul Bipin Bhai Damani	25000
92.	Parul Jain	100000
93.	Parv Aggarwal	50000

94.	Parveen Bansal	1000
95.	PKA Capital Private Limited (Pranav Aggarwal)	100000
96.	Ponnusamy Arun Karthik	20000
97.	Pooja Goyal	50000
98.	Pradeep Prabhakar Rao	20000
99.	Pranav Aggarwal	1000
100.	Pranay Singhal	50000
101.	Prasad Vishwanath Magdum	20000
102.	Prateek Chaudhary	50000
103.	Praveen Bansal HUF	100000
104.	Pravin Baburao Patne	20000
105.	Prem Goel	100000
106.	Prenita Dutt	200000
107.	Pritpal Singh	20000
108.	Punam Choudhary	100000
109.	Puneet Goel	150000
110.	Rahul Bansal	100000
111.	Rajesh Garg	200000
112.	Rajesh Kumar	50000
113.	Rajneesh Jain	100000
114.	Ravindra Sabnis	20000
115.	Rekha Garg	33000
116.	Richa Gaurav Raj Singh Rathore	1000000
117.	Rishabh Garg	100000
118.	Rudhraksh Agarwal	110000
119.	Sachin L Pandhya HUF	85000
120.	Sahny Securities Pvt Ltd. (Vikram Sahny)	50000
121.	Saraj Agarwal	100000
122.	Saurav Raidani	300000
123.	Sharpline Networks Pvt. Ltd. (Jyoti Dixit)	300000
124.	Shashi Jain	50000
125.	Shilpa Kabra	100000
126.	Shweta Agarwal	100000
127.	Shweta Jha	75000
128.	Sudha Garg	33000
129.	Sumit More	20000
130.	Sunil Malhotra	1000
131.	Suresh Hindumal Luniya	100000
132.	Surinder Pal Garg	1000
133.	Surjeet Kumar Garg HUF	1000
134.	Taran Aggarwal	50000
135.	Utsav Kumar Mandholia HUF	400000
136.	Va Trading Ventures LLP (Sapna Aggarwal)	1051000
137.	Vaibhav Gaur	200000
138.	Vani Gambhir	100000
139.	Vikas Jain	20000
140.	Vinay Kumar Pareek	50000
141.	Vineet Arora	300000
142.	Vineet Jain	100000
143.	Virendra Ramphal Dhankar	40000
144.	Vishal Garg	1000
145.	Vishal Jain	100000
146.	Vishal Kapur	36000
147.	Zulia Zafar	42000
Total		20000000

“RESOLVED FURTHER THAT, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is Friday, 3rd November, 2023 i.e. the date 30 days prior to the date of the Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.”

“RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe;
- b. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.

- c. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- d. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions;
- e. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration in cash;
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT, any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have same effect including lock in period, as that of the Equity Shares issued pursuant to the said preferential issue.”

“RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approvals from the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.”

“RESOLVED FURTHER THAT, the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT, any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

3. Issue of Warrants, convertible into Equity shares to person(s) and/or entity(ies) belonging to ‘Promoter & Promoter group’ category and ‘Non-promoter’ category on a preferential basis.

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

“RESOLVED THAT, pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment (s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“ICDR Regulations” or “SEBI ICDR Regulations”); and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (the “Stock Exchanges”) on which the Equity Shares of the Company having face value of Rs. 2/- (Rupees Two Only) each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be

constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 2,00,00,000 (Two Crores Only) Convertible Warrants (“Warrants”) of Rs. 2/- each fully paid up in cash, entitling the Proposed Allottees/ Warrant Holders to exercise option to convert and get allotted one Equity Share of face value of Rs. 2/- (Rupees Two Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice at a price of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) (including premium of Rs. 16.71/- each {Rupees Sixteen and Seventy-One Paise Only}) (hereinafter referred to as the “Warrant Issue Price”), as per valuation report received from Registered Valuer, aggregating to not exceeding Rs. 40,00,00,000/- (Rupees Forty Crores Only) (amounts round off nearby zero), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), to the Proposed Allottees, who belong to the ‘Promoter & Promoter group’ category and ‘Non-Promoter’ category, for consideration in cash, on a preferential issue basis (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be issued
1.	Mohammad Ajwad	Promoter Group	3000000
2.	Samina Asad Iraqi	Promoter Group	500000
3.	Muhammad Asim	Non-Promoter	9000000
4.	Mohammad Tahir	Non-Promoter	800000
5.	Tuba Fatima	Non-Promoter	150000
6.	Mohammad Asjad	Non-Promoter	1093000
7.	Prabodh Sharma	Non-Promoter	4207000
8.	Geeta Sharma	Non-Promoter	200000
9.	Advitiya Prabodh	Non-Promoter	150000
10.	Renu Tiwari	Non-Promoter	100000
11.	Sanjay Tiwari	Non-Promoter	100000
12.	Subodh Sharma	Non-Promoter	100000
13.	Madhu Sharma	Non-Promoter	100000
14.	Aviral Sharma	Non-Promoter	100000
15.	Ahmad Ali Khan	Non-Promoter	100000
16.	Nikhath Khan	Non-Promoter	100000
17.	Zeba Farooque	Non-Promoter	100000
18.	Sarika Agarwal	Non-Promoter	100000
Total			20000000

“RESOLVED FURTHER THAT, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of Convertible Warrants is Friday, 3rd November, 2023 i.e. the date 30 days prior to the date of the Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.”

“RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) Amount payable on Allotment of Warrants shall be 25% of the issue price per warrant and the balance amount i.e. 75% of issue price per warrant, shall be paid before the exercise of option to convert the Warrants into Equity Shares;

- b) The said Warrant(s) shall be issued and allotted to the Proposed Allottees within a period of 15 days from the date of passing of this resolution, in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions;
- c) The Equity Shares allotted on conversion of the Warrants shall rank pari-passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- d) The tenure of warrants shall not exceed 18 (Eighteen) months from the date of allotment of the warrants;
- e) The proposed allottees of warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 2/- (Rupees Two Only) for every warrant, within a period of 18 (Eighteen) months from the date of allotment of such warrants and upon exercise of the option by proposed allottees, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Proposed Allottees;
- f) In case, the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (Eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically;
- g) The said warrants by itself, until exercise of conversion option into Equity Shares allotted, does not give any rights to the warrant holder with respect to that of the Shareholders of the Company;
- h) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI (LODR) Regulations and the Securities Contracts (Regulation) Rules, 1957;
- i) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof from time to time;
- j) Upon exercise of the option by the allottee to convert the Warrants into Equity shares within a period of 18 (Eighteen) months, the Equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of SEBI (ICDR) Regulations;
- k) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations and allotted equity shares shall be listed on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals. Further, the aforesaid warrants shall not be sold, transferred, hypothecated or encumbered in any manner by the Proposed Allottees during the period of lock-in, except to the extent and in the manner permitted under Chapter V of SEBI ICDR Regulations;

However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.

- l) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.”

“RESOLVED FURTHER THAT, subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approvals from the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.”

“RESOLVED FURTHER THAT, the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Convertible warrants is being made in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT, any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Registered Office:

D-115, Defence Colony Jajmau,
Shiwans Tanney, Kanpur Nagar,
Jajmau, Kanpur,
Uttar Pradesh – 208 010.

Date: 8th November, 2023

Place: Kanpur

**By order of the Board
For, AKI India Limited**

**Sd/-
Mohammad Ajwad
Whole-time Director
DIN: 07902475**

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Extra Ordinary General Meeting (EGM) will be held on Monday, 4th December, 2023 at 3:00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' (MCA) General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this EGM shall be the Registered Office of the Company.
3. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at info@groupaki.com.
4. The Company is sending this Notice to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories and the Company's Registrars and Transfer Agent ('RTA') as on Friday, 3rd November, 2023 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Monday, 27th November, 2023.
5. Members whose e-mail addresses are registered with the Company/ RTA/ Depositories will receive the notice of Extra Ordinary General Meeting in electronic form.
6. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
7. Since this EGM is being held through VC/OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** Members have to attend and participate in the ensuing EGM through VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
8. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at info@groupaki.com and/ or at info@accuratesecurities.com, a certified copy of the Board Resolution/ authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.
9. The Members can join the Extra Ordinary General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra Ordinary General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra Ordinary General Meeting without restriction on account of first come first served basis.
10. The attendance of the Members attending the Extra Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the Extra Ordinary General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as venue voting on the date of the Extra Ordinary General Meeting will be provided by NSDL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra Ordinary General Meeting has been uploaded on the website of the Company at <https://www.groupaki.com/>. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. www.evoting.nsd.com.
13. Extra Ordinary General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
14. The Board of Directors has appointed Mr. Gaurav Bachani (Membership No. 61110 ACS, CP No. 22830), Ahmedabad, Practising Company Secretary, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
15. The Scrutinizer will submit his consolidated report to the Chairperson, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
16. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE and NSE and be made available on their website viz. www.bseindia.com and www.nseindia.com respectively.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 1st December, 2023, at 9:00 A.M. and ends on Sunday, 3rd December, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Monday, 27th November, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 27th November, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as

	recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is

	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csgauravbachani@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to info@groupaki.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (info@groupaki.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at (info@groupaki.com). The same will be replied by the Company suitably.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1:

Considering the requirement and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

The proposed increase in Authorised Share Capital requires the approval of members in Extra Ordinary General Meeting. Consequently, upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval by way of an Ordinary Resolution.

Item No. 2:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. equity shares by way of private placement on a preferential basis to the person(s) and/ or entity(ies) belong to Non-Promoter category.

Thus, the members are hereby informed that in line with the said proposal, the Board pursuant to its resolution dated 19th October, 2023 has approved the proposed preferential issue of 2,00,00,000 (Two Crores) fully paid-up Equity shares of the Company having a face value of Rs. 2/- (Rupees Two Only) each at a price of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) per Equity Share (including a premium of Rs. 16.71/- (Rupees Sixteen and Seventy-One Paise Only) per share ('Preferential Allotment Price'), as per valuation report received from Registered Valuer, aggregating to not exceeding Rs. 40,00,00,000/- (Rupees Forty Crores Only) (amounts round off nearby zero) to the Proposed Allottees for a consideration in cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis and consequently, recommends the resolution as set out in Item No. 2 above to be passed by the members by remote e-voting/ voting through electronic means.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the Proposed Allottees.

Necessary information/ details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued there-under, are set forth below:

1. Particulars of the offer including date of passing of Board resolution:

The Board, pursuant to its resolution dated 19th October, 2023, has approved the proposed preferential issue of 2,00,00,000 (Two Crores) fully paid up Equity shares of the Company having a face value of Rs. 2/- (Rupees Two Only) each at a price of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) per Equity share (including a premium of Rs. 16.71/- (Rupees Sixteen and Seventy-One Paise Only), for

consideration in cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2. The Objects of the issue:

The Company proposes to raise an amount aggregating not exceeding Rs. 40,00,00,000/- (Rupees Forty Crore Only) (amounts round off nearby zero) through the Preferential Issue. The amount proposed to be raised by way of present preferential allotment shall be utilized as under:

Sr. No.	Particulars	Tentative Amount (Rs. in Crores)	Tentative time period under which the amount shall be utilized
1.	To meet working capital requirement of the Company	30.40	Within 1 (One) year (As and when required)
2.	General Corporate Purpose	9.60	As and when decided by the Board of Directors of the Company from time to time.

3. Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue up to 2,00,00,000 (Two Crores) fully paid up Equity Shares of the Company having a face value of Rs. 2/- (Rupees Two Only) each at a price of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) per Equity share (including a premium of Rs. 16.71/- (Rupees Sixteen and Seventy-One Paise Only), which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

4. Basis on which the price has been arrived at:

The Company is listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') (the "Stock Exchanges"), and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations. Accordingly, the computation of the price per Equity share has been determined.

- *At least 10% of the total equity shares have been traded on the BSE and NSE in 240 trading days preceding the Valuation Date, therefore, equity shares of the company shall be treated as frequently traded.*
- *Stock Exchange means the Stock Exchange where highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the Valuation Date. NSE is having higher turnover as compared to BSE, therefore, NSE data is considered for all relevant computations.*
- *For the purpose of valuation, we have relied on the data of NSE in accordance to the amended Regulations 164 and 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended vide Notification No. SEBI/LAD-NRO/GN/2022/63 dated 14th January, 2022.*

The Floor Price of Rs. 18.71/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares and is higher of the following:

- a. 90 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the NSE preceding the relevant date i.e. Rs. 18.71/- per equity share;
- b. 10 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the NSE preceding the relevant date i.e. Rs. 17.38/- per equity share;

In terms of Regulation 166A of SEBI ICDR Regulations, the proposed offer, issue and allotment of equity shares is more than five per cent of the post issue share capital of the Company, accordingly, the floor price per Equity share of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) has been considered based on the above pricing formula and the valuation report from an Registered Valuer.

5. The price or price band at/within which the allotment is proposed:

The price per Equity share to be issued is fixed at Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) which consists of Rs. 2/- (Rupees Two Only) as face value and Rs. 16.71/- (Rupees Sixteen and Seventy-One Paise Only) as premium per Equity share. Kindly refer to the abovementioned point no. 4 for the basis of determination of the price.

6. Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Friday, 3rd November, 2023 i.e. being the date 30 days prior to the date of EGM.

Explanation: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.

Note: In our case, the Relevant Date falls on Saturday, 4th November, 2023 (i.e. Weekend). Therefore, the Relevant Date is Friday, 3rd November, 2023.

7. The pre issue and post issue shareholding pattern of the Company:

The pre issue shareholding pattern of the Company as on 30th September, 2023 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	Promoter and Promoter Group's Shareholding				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	4,59,43,702	68.64	4,59,43,702	52.85
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-
	Sub Total(A)(1)	4,59,43,702	68.64	4,59,43,702	52.85
2	Foreign				
A	Individuals (Non - Residents Individuals/ Foreign Individuals)	-	-	-	-
B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Others (Specify)	-	-	-	-
	Sub Total(A)(2)	-	-	-	-

	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	4,59,43,702	68.64	4,59,43,702	52.85
(B)	Public shareholding				
1	Institutions	-	-	-	-
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Financial Institutions/ Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Portfolio Investors	-	-	-	-
(g)	Foreign Institutional Investors	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-
(i)	Any Other - Foreign Body Corporate	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-
B	Public Shareholding	-	-	-	-
2	Non-institutions				
(a)	Bodies Corporate	59,15,705	8.84	97,16,705	11.18
(b)	Individuals				
I	Individual shareholders holding nominal sharecapital up to Rs. 2 Lakh	59,96,495	8.96	1,23,13,495	14.16
II	Individual shareholders holding nominal sharecapital in excess of Rs. 2 Lakh	76,58,761	11.44	1,52,68,761	17.56
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Any Other (specify)	-	-	-	-
	- Non Resident Indians	2,51,307	0.38	2,51,307	0.29
	- Clearing Member	-	-	-	-
	- Trust	-	-	-	-
	- Hindu Undivided Family	10,63,025	1.59	22,84,025	2.63
	- LLP	1,01,500	0.15	11,52,500	1.33
	Sub-Total (B)(2)	2,09,86,793	31.36	4,09,86,793	47.15
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	2,09,86,793	31.36	4,09,86,793	47.15
	TOTAL (A)+(B)	6,69,30,495	100.00	8,69,30,495	100.00
(C)	Non Promoter - Non Public				
1	Shares held by Custodian for GDRs & ADRs	-	-	-	-
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	-	-	-	-
	Sub-Total (C):	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	6,69,30,495	100.00	8,69,30,495	100.00

Note:

1. The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity shares. In the event for any reason, the Proposed Allottees does not or are unable to subscribe to and/ or are not allotted the Equity shares, the shareholding pattern in the above table would undergo corresponding changes.
2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.
3. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity shares of the Company.

8. Name and address of valuer who performed valuation:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the floor price of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) of the shares to be issued and allotted to the proposed allottees has been determined taking into account the Valuation Report dated 2nd November, 2023, issued by Ms. Sejal Ronak Agrawal, Registered Valuer, Ahmedabad, in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at <https://www.groupaki.com/> and websites of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively.

9. Amount which the Company intends to raise by way of such securities:

Up to Rs. 40,00,00,000/- (Rupees Forty Crores Only) (amounts round off nearby zero).

10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees.

The Equity shares being issued shall be pari-passu with the existing Equity shares of the Company.

Principal terms of assets charged as securities is not applicable.

11. The class or classes of persons to whom the allotment is proposed to be made:

The aforementioned allotment, if approved, is proposed to be made to above mentioned allottees, under Non-Promoter Category of the Company.

12. The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity shares proposed to be issued under the Preferential Allotment.

13. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity shares on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

14. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

The Proposed Allottees are as under:

Sr. No.	Name of the Proposed Allottees	No. of Equity shares proposed to be issued	% of post preferential
1.	Aanchal Jain	50000	0.06
2.	Aashi Neerav Bansal	100000	0.12
3.	Aashita Jain	100000	0.12
4.	Abhishek Parwal	100000	0.12
5.	Adheesh Kabra	100000	0.12
6.	Aegis Investment Fund PCC	1000000	1.15
7.	Amish K Mehta	20000	0.02
8.	Amita Poddar	200000	0.23
9.	Anila Jain	100000	0.12
10.	Anju Garg	34000	0.04
11.	Ankit Bansal HUF	100000	0.12
12.	Ankit Sharma	50000	0.06
13.	Ankur Bhupendra Shah	53500	0.06
14.	Archana Chawla	200000	0.26
15.	Archana Kabra	100000	0.12
16.	Arihant Jain	100000	0.12
17.	Arpit Dokania	600000	0.69
18.	Arun Kumar Dhamija	100000	0.12
19.	Arun Kumar Jain	100000	0.12
20.	Ashu Kumar Aggarwal	200000	0.23
21.	Avrums India Private Limited (Umesh Garg)	100000	0.12
22.	Bala Ravi Teja Sepuri	20000	0.02
23.	Behram Noorali Sodawala	42000	0.05
24.	Bharat Bhusan Sahny	50000	0.07
25.	Bhawna Gupta	50000	0.06
26.	Bijender Kumar Jain	50000	0.06
27.	Bipin Chandra Dhiraj Lal Dhamani	25000	0.03
28.	Bipin Dhiraj Lal Dhamani HUF	25000	0.03
29.	BNP Paribas Arbitrage ODI	1000	0.00
30.	Cheenu Bhatia	50000	0.06
31.	Deepak Lodha	50000	0.06
32.	Devendra Aggarwal	96000	0.11
33.	Dhiraj Jain	100000	0.12
34.	Dhruv Agarwal	50000	0.06
35.	Dhruvil Nimesh Joshi	500000	0.58
36.	Dileep Kumar Mani Tripathi	20000	0.02
37.	Dilip Kumar Lalwani Sons HUF	100000	0.12
38.	Divya Aggarwal	200000	0.23
39.	Drishti Jain	100000	0.12
40.	EPS Finest Pvt. Ltd.(Madhu Sudan Goyal)	150000	0.17
41.	Geetam Shree	100000	0.12
42.	Guru Narain Rajgarhia	71000	0.08
43.	Harjit Garg HUF	360000	0.41
44.	Harsh Bansal	100000	0.12
45.	Harshika Jain	50000	0.07
46.	Hem Chand Jain	100000	0.12

47.	Hiten Bansal	100000	0.12
48.	Ishu Agarwal	200000	0.23
49.	Jay Bipin Bhai Damani	25000	0.03
50.	Jethwa Mohmedsoeb Musabhai	72000	0.08
51.	Kanika Gupta	50000	0.06
52.	Kapil Garg	200000	0.23
53.	Karavajjanavar Channabasappa Shambulinga	20000	0.02
54.	Kartik Gupta	1000	0.00
55.	Karun Singla	20000	0.02
56.	Khusboo Gupta	100000	0.12
57.	Kuldeep Kaur Bhangoo	20000	0.02
58.	Lalit Shah	20000	0.02
59.	Lokesh Jain	100000	0.12
60.	Madan Lal Bothra	100000	0.12
61.	Madhu Garg	100000	0.12
62.	Madhu Sudan Khurana	100000	0.12
63.	Mahesh Goel	100000	0.12
64.	Mamta Jain	150000	0.17
65.	Manish Bansal	100000	0.12
66.	Manish Pravinchandra Kiri	500000	0.58
67.	Manisha Gupta	53500	0.06
68.	Manju Garg	150000	0.17
69.	Manoj Gupta	250000	0.29
70.	Mayank Jain	100000	0.12
71.	Mayank Sandooja	50000	0.06
72.	Mili Gupta	1000	0.00
73.	Minakshi	100000	0.12
74.	Mithlesh Jain	100000	0.12
75.	Mohit Vinod Kumar Agarwal	500000	0.58
76.	Mrs. Shilpy Aggarwal	250000	0.29
77.	Mukesh Kumar Garg HUF	50000	0.06
78.	Muskan Jain	100000	0.12
79.	Muskan Kankaria	300000	0.35
80.	Mustafa Zoeb Kachawala	42000	0.05
81.	Nabil Nisarali Sayyad	42000	0.06
82.	Naresh Kumar Aggarwal	100000	0.12
83.	NAV Capital VCC	2000000	2.30
84.	Naval Kishore Rajgarhia	400000	0.46
85.	Neha Gupta	150000	0.17
86.	Nikhil Tyagi	200000	0.23
87.	Nikunj Sultania	100000	0.12
88.	OMAS Securites Pvt. Ltd. (Sunil Jain)	100000	0.12
89.	Padam Singh Baid Mehta	100000	0.12
90.	Pankaj Gaur	20000	0.02
91.	Parul Bipin Bhai Damani	25000	0.03
92.	Parul Jain	100000	0.12
93.	Parv Aggarwal	50000	0.06
94.	Parveen Bansal	1000	0.00
95.	PKA Capital Private Limited (Pranav Aggarwal)	100000	0.12
96.	Ponnusamy Arun Karthik	20000	0.02
97.	Pooja Goyal	50000	0.06
98.	Pradeep Prabhakar Rao	20000	0.02

99.	Pranav Aggarwal	1000	0.00
100.	Pranay Singhal	50000	0.06
101.	Prasad Vishwanath Magdum	20000	0.02
102.	Prateek Chaudhary	50000	0.06
103.	Praveen Bansal HUF	100000	0.12
104.	Pravin Baburao Patne	20000	0.02
105.	Prem Goel	100000	0.12
106.	Prenita Dutt	200000	0.23
107.	Pritpal Singh	20000	0.02
108.	Punam Choudhary	100000	0.12
109.	Puneet Goel	150000	0.17
110.	Rahul Bansal	100000	0.12
111.	Rajesh Garg	200000	0.23
112.	Rajesh Kumar	50000	0.06
113.	Rajneesh Jain	100000	0.12
114.	Ravindra Sabnis	20000	0.02
115.	Rekha Garg	33000	0.04
116.	Richa Gaurav Raj Singh Rathore	1000000	1.15
117.	Rishabh Garg	100000	0.12
118.	Rudhraksh Agarwal	110000	0.13
119.	Sachin L Pandhya HUF	85000	0.10
120.	Sahny Securities Pvt Ltd. (Vikram Sahny)	50000	0.06
121.	Saraj Agarwal	100000	0.12
122.	Saurav Raidani	300000	0.35
123.	Sharpline Networks Pvt. Ltd. (Jyoti Dixit)	300000	0.35
124.	Shashi Jain	50000	0.06
125.	Shilpa Kabra	100000	0.12
126.	Shweta Agarwal	100000	0.12
127.	Shweta Jha	75000	0.09
128.	Sudha Garg	33000	0.04
129.	Sumit More	20000	0.02
130.	Sunil Malhotra	1000	0.00
131.	Suresh Hindumal Luniya	100000	0.12
132.	Surinder Pal Garg	1000	0.00
133.	Surjeet Kumar Garg HUF	1000	0.00
134.	Taran Aggarwal	50000	0.06
135.	Utsav Kumar Mandholia HUF	400000	0.46
136.	Va Trading Ventures LLP (Sapna Aggarwal)	1051000	1.21
137.	Vaibhav Gaur	200000	0.23
138.	Vani Gambhir	100000	0.12
139.	Vikas Jain	20000	0.02
140.	Vinay Kumar Pareek	50000	0.06
141.	Vineet Arora	300000	0.35
142.	Vineet Jain	100000	0.12
143.	Virendra Ramphal Dhankar	40000	0.05
144.	Vishal Garg	1000	0.00
145.	Vishal Jain	100000	0.12
146.	Vishal Kapur	36000	0.04
147.	Zulia Zafar	42000	0.05
Total		20000000	23.00

15. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment of any securities has been made to any person.

17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

18. Lock-in Period:

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations i.e. 6 (Six) months from the date of trading approval. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

The entire pre-preferential allotment shareholding of the allottees, shall be locked-in as per the requirements of ICDR Regulations i.e. from the relevant date up to a period of 90 trading days from the date of trading approval.

19. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned Equity Shares.

The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

20. The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and / or who ultimately control the Proposed Allottee:

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1.	Aanchal Jain	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
2.	Aashi Neerav Bansal	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
3.	Aashita Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
4.	Abhishek Parwal	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
5.	Adheesh Kabra	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
6.	Aegis Investment Fund PCC	Non-Promoter	Kotak Mahindra Bank Limited	0	0.00	1000000	1000000	1.15
7.	Amish K Mehta	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02

8.	Amita Poddar	Non-Promoter	Not Applicable	0	0.00	200000	200000	0.23
9.	Anila Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
10.	Anju Garg	Non-Promoter	Not Applicable	0	0.00	34000	34000	0.04
11.	Ankit Bansal HUF	Non-Promoter	Ankit Bansal	0	0.00	100000	100000	0.12
12.	Ankit Sharma	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
13.	Ankur Bhupendra Shah	Non-Promoter	Not Applicable	0	0.00	53500	53500	0.06
14.	Archana Chawla	Non-Promoter	Not Applicable	21700	0.00	200000	221700	0.26
15.	Archana Kabra	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
16.	Arihant Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
17.	Arpit Dokania	Non-Promoter	Not Applicable	0	0.00	600000	600000	0.69
18.	Arun Kumar Dhamija	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
19.	Arun Kumar Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
20.	Ashu Kumar Aggarwal	Non-Promoter	Not Applicable	0	0.00	200000	200000	0.23
21.	Avrums India Private Limited (Umesh Garg)	Non-Promoter	Umesh Garg	0	0.00	100000	100000	0.12
22.	Bala Ravi Teja Sepuri	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
23.	Behram Noorali Sodawala	Non-Promoter	Not Applicable	0	0.00	42000	42000	0.05
24.	Bharat Bhusan Sahny	Non-Promoter	Not Applicable	10000	0.01	50000	60000	0.07
25.	Bhawna Gupta	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
26.	Bijender Kumar Jain	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
27.	Bipin Chandra Dhiraj Lal Dhamani	Non-Promoter	Not Applicable	0	0.00	25000	25000	0.03
28.	Bipin Dhiraj Lal Dhamani HUF	Non-Promoter	Bipin Dhiraj Lal Dhamani	0	0.00	25000	25000	0.03
29.	BNP Paribas Arbitrage	Non-Promoter	Not Applicable	0	0.00	1000	1000	0.00

	ODI							
30.	Cheenu Bhatia	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
31.	Deepak Lodha	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
32.	Devendra Aggarwal	Non-Promoter	Not Applicable	0	0.00	96000	96000	0.11
33.	Dhiraj Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
34.	Dhruv Agarwal	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
35.	Dhruvil Nimesh Joshi	Non-Promoter	Not Applicable	0	0.00	500000	500000	0.58
36.	Dileep Kumar Mani Tripathi	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
37.	Dilip Kumar Lalwani Sons HUF	Non-Promoter	Dilip Kumar Lalwani	0	0.00	100000	100000	0.12
38.	Divya Aggarwal	Non-Promoter	Not Applicable	0	0.00	200000	200000	0.23
39.	Drishti Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
40.	EPS Finest Pvt. Ltd.(Madhu Sudan Goyal)	Non-Promoter	Madhu Sudan Goyal	0	0.00	150000	150000	0.17
41.	Geetam Shree	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
42.	Guru Narain Rajgarhia	Non-Promoter	Not Applicable	0	0.00	71000	71000	0.08
43.	Harjit Garg HUF	Non-Promoter	Harjit Garg	0	0.00	360000	360000	0.41
44.	Harsh Bansal	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
45.	Harshika Jain	Non-Promoter	Not Applicable	10000	0.01	50000	60000	0.07
46.	Hem Chand Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
47.	Hiten Bansal	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
48.	Ishu Agarwal	Non-Promoter	Not Applicable	0	0.00	200000	200000	0.23
49.	Jay Bipin Bhai Damani	Non-Promoter	Not Applicable	0	0.00	25000	25000	0.03
50.	Jethwa Mohmedsoeb Musabhai	Non-Promoter	Not Applicable	0	0.00	72000	72000	0.08
51.	Kanika Gupta	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06

52.	Kapil Garg	Non-Promoter	Not Applicable	0	0.00	200000	200000	0.23
53.	Karavajjanavar Channabasappa Shambulinga	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
54.	Kartik Gupta	Non-Promoter	Not Applicable	0	0.00	1000	1000	0.00
55.	Karun Singla	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
56.	Khusboo Gupta	Non-Promoter	Not Applicable	1200	0.00	100000	101200	0.12
57.	Kuldeep Kaur Bhangoo	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
58.	Lalit Shah	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
59.	Lokesh Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
60.	Madan Lal Bothra	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
61.	Madhu Garg	Non-Promoter	Not Applicable	1	0.00	100000	100001	0.12
62.	Madhu Sudan Khurana	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
63.	Mahesh Goel	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
64.	Mamta Jain	Non-Promoter	Not Applicable	0	0.00	150000	150000	0.17
65.	Manish Bansal	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
66.	Manish Pravinchandra Kiri	Non-Promoter	Not Applicable	0	0.00	500000	500000	0.58
67.	Manisha Gupta	Non-Promoter	Not Applicable	0	0.00	53500	53500	0.06
68.	Manju Garg	Non-Promoter	Not Applicable	0	0.00	150000	150000	0.17
69.	Manoj Gupta	Non-Promoter	Not Applicable	0	0.00	250000	250000	0.29
70.	Mayank Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
71.	Mayank Sandooja	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
72.	Mili Gupta	Non-Promoter	Not Applicable	0	0.00	1000	1000	0.00
73.	Minakshi	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12

74.	Mithlesh Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
75.	Mohit Vinod Kumar Agarwal	Non-Promoter	Not Applicable	0	0.00	500000	500000	0.58
76.	Mrs. Shilpy Aggarwal	Non-Promoter	Not Applicable	0	0.00	250000	250000	0.29
77.	Mukesh Kumar Garg HUF	Non-Promoter	Mukesh Garg	0	0.00	50000	50000	0.06
78.	Muskan Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
79.	Muskan Kankaria	Non-Promoter	Not Applicable	0	0.00	300000	300000	0.35
80.	Mustafa Zoeb Kachawala	Non-Promoter	Not Applicable	0	0.00	42000	42000	0.05
81.	Nabil Nisarali Sayyad	Non-Promoter	Not Applicable	6499	0.01	42000	48499	0.06
82.	Naresh Kumar Aggarwal	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
83.	NAV Capital VCC	Non-Promoter	ICICI Bank Limited	0	0.00	2000000	2000000	2.30
84.	Naval Kishore Rajgarhia	Non-Promoter	Not Applicable	0	0.00	400000	400000	0.46
85.	Neha Gupta	Non-Promoter	Not Applicable	0	0.00	150000	150000	0.17
86.	Nikhil Tyagi	Non-Promoter	Not Applicable	0	0.00	200000	200000	0.23
87.	Nikunj Sultania	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
88.	OMAS Securites Pvt. Ltd. (Sunil Jain)	Non-Promoter	Sunil Jain	0	0.00	100000	100000	0.12
89.	Padam Singh Baid Mehta	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
90.	Pankaj Gaur	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
91.	Parul Bipin Bhai Damani	Non-Promoter	Not Applicable	0	0.00	25000	25000	0.03
92.	Parul Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
93.	Parv Aggarwal	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
94.	Parveen Bansal	Non-Promoter	Not Applicable	0	0.00	1000	1000	0.00
95.	PKA Capital Private Limited (Pranav Aggarwal)	Non-Promoter	Pranav Aggarwal)	0	0.00	100000	100000	0.12

96.	Ponnusamy Arun Karthik	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
97.	Pooja Goyal	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
98.	Pradeep Prabhakar Rao	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
99.	Pranav Aggarwal	Non-Promoter	Not Applicable	0	0.00	1000	1000	0.00
100.	Pranay Singhal	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
101.	Prasad Vishwanath Magdum	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
102.	Prateek Chaudhary	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
103.	Praveen Bansal HUF	Non-Promoter	Praveen Bansal	0	0.00	100000	100000	0.12
104.	Pravin Baburao Patne	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
105.	Prem Goel	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
106.	Prenita Dutt	Non-Promoter	Not Applicable	0	0.00	200000	200000	0.23
107.	Pritpal Singh	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
108.	Punam Choudhary	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
109.	Puneet Goel	Non-Promoter	Not Applicable	0	0.00	150000	150000	0.17
110.	Rahul Bansal	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
111.	Rajesh Garg	Non-Promoter	Not Applicable	0	0.00	200000	200000	0.23
112.	Rajesh Kumar	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
113.	Rajneesh Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
114.	Ravindra Sabnis	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
115.	Rekha Garg	Non-Promoter	Not Applicable	0	0.00	33000	33000	0.04
116.	Richa Gaurav Raj Singh Rathore	Non-Promoter	Not Applicable	0	0.00	1000000	1000000	1.15
117.	Rishabh Garg	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
118.	Rudhraksh Agarwal	Non-Promoter	Not Applicable	0	0.00	110000	110000	0.13

119.	Sachin L Pandhya HUF	Non-Promoter	Sachin L Pandhya	0	0.00	85000	85000	0.10
120.	Sahny Securities Pvt Ltd. (Vikram Sahny)	Non-Promoter	Vikram Sahny	0	0.00	50000	50000	0.06
121.	Saraj Agarwal	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
122.	Saurav Raidani	Non-Promoter	Not Applicable	0	0.00	300000	300000	0.35
123.	Sharpline Networks Pvt. Ltd. (Jyoti Dixit)	Non-Promoter	Jyoti Dixit	0	0.00	300000	300000	0.35
124.	Shashi Jain	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
125.	Shilpa Kabra	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
126.	Shweta Agarwal	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
127.	Shweta Jha	Non-Promoter	Not Applicable	0	0.00	75000	75000	0.09
128.	Sudha Garg	Non-Promoter	Not Applicable	0	0.00	33000	33000	0.04
129.	Sumit More	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02
130.	Sunil Malhotra	Non-Promoter	Not Applicable	0	0.00	1000	1000	0.00
131.	Suresh Hindumal Luniya	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
132.	Surinder Pal Garg	Non-Promoter	Not Applicable	0	0.00	1000	1000	0.00
133.	Surjeet Kumar Garg HUF	Non-Promoter	Surjeet Kumar Garg	0	0.00	1000	1000	0.00
134.	Taran Aggarwal	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
135.	Utsav Kumar Mandholia HUF	Non-Promoter	Utsav Kumar Mandholia	0	0.00	400000	400000	0.46
136.	Va Trading Ventures LLP (Sapna Aggarwal)	Non-Promoter	Sapna Aggarwal	0	0.00	1051000	1051000	1.21
137.	Vaibhav Gaur	Non-Promoter	Not Applicable	0	0.00	200000	200000	0.23
138.	Vani Gambhir	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
139.	Vikas Jain	Non-Promoter	Not Applicable	0	0.00	20000	20000	0.02

140.	Vinay Kumar Pareek	Non-Promoter	Not Applicable	0	0.00	50000	50000	0.06
141.	Vineet Arora	Non-Promoter	Not Applicable	0	0.00	300000	300000	0.35
142.	Vineet Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
143.	Virendra Ramphal Dhankar	Non-Promoter	Not Applicable	0	0.00	40000	40000	0.05
144.	Vishal Garg	Non-Promoter	Not Applicable	0	0.00	1000	1000	0.00
145.	Vishal Jain	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.12
146.	Vishal Kapur	Non-Promoter	Not Applicable	0	0.00	36000	36000	0.04
147.	Zulia Zafar	Non-Promoter	Not Applicable	0	0.00	42000	42000	0.05

** Considered after allotment of Equity shares in cash*

21. The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:

The percentage of post preferential issue capital that may be held by the Proposed Allottees and change in control, if any in the Company consequent to the preferential issue is same as above point no. 20.

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

22. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The Current and proposed status of the Proposed Allottees post the preferential issue is "Non-Promoter".

23. Practicing Company Secretary's Certificate:

A certificate from Mr. Gaurav Vasudev Bachani, Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations and is available for inspection at the General Meeting of the members. The same is also available at the website of the Company at <https://www.groupaki.com/>.

24. Undertaking:

- Neither the Company, nor any of its directors and/ or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its directors and/ or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations, if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount

payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.*

*Since the Company's Equity Shares are listed on recognized Stock Exchanges for a period of more than 90 Trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Except the proposed allottees, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in Item No. 2 of this Notice, for the approval of the Members.

Item No. 3:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. warrants convertible into equity shares ("Warrants") by way of private placement on a preferential basis to the person(s) and/ or entity(ies) belong to Promoter and Non-Promoter category.

Thus, the members are hereby informed that in line with the said proposal, the Board pursuant to its resolution dated 19th October, 2023 has approved the proposed preferential issue of 2,00,00,000 (Two Crores) Convertible Warrants ("Warrants") of Rs. 2/- each fully paid up in cash, entitling the Proposed Allottees/ Warrant Holders to exercise option to convert and get allotted one Equity Share of face value of Rs. 2/- (Rupees Two Only) each fully paid-up against each warrant, within 18 (Eighteen) months from the date of allotment of warrants, at a price of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) (including premium of Rs. 16.71/- each) (hereinafter referred to as the "Warrant Issue Price"), as per valuation report received from Registered Valuer, aggregating to not exceeding Rs. 40,00,00,000/- (Rupees Forty Crores Only) (amounts round off nearby zero) to the Proposed Allottees for a consideration in cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis and consequently, recommends the resolution as set out in Item No. 3 above to be passed by the members by remote e-voting/ voting through electronic means.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the Proposed Allottees.

Necessary information/ details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued there-under, are set forth below:

1. Particulars of the offer including date of passing of Board resolution:

The Board, pursuant to its resolution dated 19th October, 2023, has approved the proposed preferential issue of 2,00,00,000 (Two Crores) convertible warrants at a price of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) per Equity share (including a premium of Rs. 16.71/- (Rupees Sixteen and Seventy-One Paise Only), for consideration in cash, to person(s) and/ or entity(ies) belonging to Promoter & Promoter Group category and Non-Promoter category which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2. The Objects of the issue:

The Company proposes to raise an amount aggregating not exceeding Rs. 40,00,00,000/- (Rupees Forty Crore Only) (amounts round off nearby zero) through the Preferential Issue. The amount proposed to be raised by way of present preferential allotment shall be utilized as under:

Sr. No.	Particulars	Tentative Amount (Rs. in Crores)	Tentative time period under which the amount shall be utilized
1.	To meet working capital requirement of the Company	30.40	Within 1 (One) year (As and when required)
2.	General Corporate Purpose	9.60	As and when decided by the Board of Directors of the Company from time to time.

3. Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue up to 2,00,00,000 (Two Crores) convertible warrants at a price of 18.71/- (Rupees Eighteen and Seventy-One Paise Only) per Equity share (including a premium of Rs. 16.71/- (Rupees Sixteen and Seventy-One Paise Only), which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

4. Basis on which the price has been arrived at:

The Company is listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') (the "Stock Exchanges"), and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations. Accordingly, the computation of the price per Equity share has been determined.

- *At least 10% of the total equity shares have been traded on the BSE and NSE in 240 trading days preceding the Valuation Date, therefore, equity shares of the company shall be treated as frequently traded.*
- *Stock Exchange means the Stock Exchange where highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the Valuation Date. NSE is having higher turnover as compared to BSE, therefore, NSE data is considered for all relevant computations.*
- *For the purpose of valuation, we have relied on the data of NSE in accordance to the amended Regulations 164 and 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended vide Notification No. SEBI/LAD-NRO/GN/2022/63 dated 14th January, 2022.*

The Floor Price of Rs. 18.71/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Convertible Warrants and is higher of the following:

- a. 90 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the NSE preceding the relevant date i.e. Rs. 18.71/- per equity share;
- b. 10 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the NSE preceding the relevant date i.e. Rs. 17.38 per equity share;

In terms of Regulation 166A of SEBI ICDR Regulations, the proposed offer, issue and allotment of convertible warrants is more than five per cent of the post issue share capital of the Company, accordingly, the floor price per warrant of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) has been considered based on the above pricing formula and the valuation report from an Registered Valuer.

5. The price or price band at/within which the allotment is proposed:

The price per warrant to be issued is fixed at Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) which consists of Rs. 2/- (Rupees Two Only) as face value and Rs. 16.71/- (Rupees Sixteen and Seventy-One Paise Only) as premium per warrant. Kindly refer to the above mentioned point no. 4 for the basis of determination of the price.

6. Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Friday, 3rd November, 2023 i.e. being the date 30 days prior to the date of EGM.

Explanation: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.

Note: In our case, the Relevant Date falls on Saturday, 4th November, 2023 (i.e. Weekend). Therefore, the Relevant Date is Friday, 3rd November, 2023.

7. The pre issue and post issue shareholding pattern of the Company:

The pre issue shareholding pattern of the Company as on 30th September, 2023 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	Promoter and Promoter Group's Shareholding				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	4,59,43,702	68.64	5,06,86,702	47.40
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-
	Sub Total(A)(1)	4,59,43,702	68.64	5,06,86,702	47.40

2	Foreign				
A	Individuals (Non - Residents Individuals/ Foreign Individuals)	-	-	-	-
B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Others (Specify)	-	-	-	-
	Sub Total(A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	4,59,43,702	68.64	5,06,86,702	47.40
(B)	Public shareholding				
1	Institutions	-	-	-	-
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Financial Institutions/ Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Portfolio Investors	-	-	-	-
(g)	Foreign Institutional Investors	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-
(i)	Any Other - Foreign Body Corporate	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-
B	Public Shareholding	-	-	-	-
2	Non-institutions				
(a)	Bodies Corporate	59,15,705	8.84	97,16,705	9.09
(b)	Individuals				
I	Individual shareholders holding nominal sharecapital up to Rs. 2 Lakh	59,96,495	8.96	2,66,70,495	24.94
II	Individual shareholders holding nominal sharecapital in excess of Rs. 2 Lakh	76,58,761	11.44	1,61,68,761	15.12
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Any Other (specify)	-	-	-	-
	- Non Resident Indians	2,51,307	0.38	2,51,307	0.24
	- Clearing Member	-	-	-	-
	- Trust	-	-	-	-
	- Hindu Undivided Family	10,63,025	1.59	22,84,025	2.14
	- LLP	1,01,500	0.15	11,52,500	1.08
	Sub-Total (B)(2)	2,09,86,793	31.36	5,62,43,793	52.60
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	2,09,86,793	31.36	5,62,43,793	52.60
	TOTAL (A)+(B)	6,69,30,495	100.00	10,69,30,495	100.00

(C)	Non Promoter - Non Public	-	-	-	-
1	Shares held by Custodian for GDRs & ADRs	-	-	-	-
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	-	-	-	-
	Sub-Total (C):	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	6,69,30,495	100.00	10,69,30,495	100.00

Note:

1. The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity shares. In the event for any reason, the Proposed Allottees does not or are unable to subscribe to and/ or are not allotted the Equity shares, the shareholding pattern in the above table would undergo corresponding changes.
2. The post issue shareholding pattern in the above table has been prepared after considering the Equity shares to be allotted in Item No. 2.
3. It is further assumed that shareholding of the Company in all other categories will remain unchanged.
4. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity shares of the Company.

8. Name and address of valuer who performed valuation:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the floor price of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) of the shares to be issued and allotted consequent to conversion of warrants into Equity shares, to the proposed allottees has been determined taking into account the Valuation Report dated 2nd November, 2023, issued by Ms. Sejal Ronak Agrawal, Registered Valuer, Ahmedabad, in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at <https://www.groupaki.com/> and websites of stock exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively.

9. Amount which the Company intends to raise by way of such securities:

Up to Rs. 40,00,00,000/- (Rupees Forty Crores Only) (amounts round off nearby zero).

10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 18.71/- (Rupees Eighteen and Seventy-One Paise Only) per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees.

The Equity shares being issued shall be pari-passu with the existing Equity shares of the Company.

Principal terms of assets charged as securities is not applicable.

11. The class or classes of persons to whom the allotment is proposed to be made:

The aforementioned allotment, if approved, is proposed to be made to above mentioned allottees, under both Promoter & Promoter Group Category and Non-Promoter Category of the Company.

12. The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity shares proposed to be issued under the Preferential Allotment.

13. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity warrants on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the said warrants, provided that where the issue and allotment of the said warrants is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

14. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

The Proposed Allottees are as under:

Sr. No.	Name of Proposed Allottee	No. of shares	% of post preferential
1.	Mohammad Ajwad	3000000	2.81
2.	Samina Asad Iraqi	500000	5.40
3.	Muhammad Asim	9000000	8.42
4.	Mohammad Tahir	800000	0.75
5.	Tuba Fatima	150000	0.44
6.	Mohammad Asjad	1093000	1.03
7.	Prabodh Sharma	4207000	4.00
8.	Geeta Sharma	200000	0.30
9.	Advitiya Prabodh	150000	0.14
10.	Renu Tiwari	100000	0.22
11.	Sanjay Tiwari	100000	0.22
12.	Subodh Sharma	100000	0.28
13.	Madhu Sharma	100000	0.28
14.	Aviral Sharma	100000	0.09
15.	Ahmad Ali Khan	100000	0.15
16.	Nikhat Khan	100000	0.15
17.	Zeba Farooque	100000	0.18
18.	Sarika Agarwal	100000	0.22
19.	Mohammad Ajwad	3000000	2.81
Total		200,00,000	25.07

15. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment of any securities has been made to any person.

17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

18. Lock-in Period:

The Equity Shares to be issued and allotted pursuant to conversion of warrants, shall be subject to a lock-in as per the requirements of ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

The entire pre-preferential allotment shareholding of the allottees, shall be locked-in as per the requirements of ICDR Regulations i.e. from the relevant date up to a period of 90 trading days from the date of trading approval.

19. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the aforementioned convertible warrants.

The Equity shares to be issued and allotted pursuant to conversion of warrants, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

20. The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and / or who ultimately control the Proposed Allottee:

Not applicable as the proposed allottees are natural persons and also beneficial owners.

21. The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:

The percentage of post preferential issue capital that may be held by the Proposed Allottees and change in control, if any in the Company consequent to the preferential issue is as below:

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1	Mohammad Ajwad	Promoter Group	Not Applicable	975	0.00	3000000	3000975	2.81
2	Samina Asad Iraqi	Promoter Group	Not Applicable	5269855	7.87	500000	5769855	5.40
3	Muhammad Asim	Non-Promoter	Not Applicable	0	0.00	9000000	9000000	8.42

4	Mohammad Tahir	Non-Promoter	Not Applicable	0	0.00	800000	800000	0.75
5	Tuba Fatima	Non-Promoter	Not Applicable	325000	0.49	150000	475000	0.44
6	Mohammad Asjad	Non-Promoter	Not Applicable	11150	0.02	1093000	1104150	1.03
7	Prabodh Sharma	Non-Promoter	Not Applicable	65000	0.10	4207000	4272000	4.00
8	Geeta Sharma	Non-Promoter	Not Applicable	118585	0.18	200000	318585	0.30
9	Advitiya Prabodh	Non-Promoter	Not Applicable	4700	0.01	150000	154700	0.14
10	Renu Tiwari	Non-Promoter	Not Applicable	133000	0.20	100000	233000	0.22
11	Sanjay Tiwari	Non-Promoter	Not Applicable	130000	0.19	100000	230000	0.22
12	Subodh Sharma	Non-Promoter	Not Applicable	195000	0.29	100000	295000	0.28
13	Madhu Sharma	Non-Promoter	Not Applicable	195000	0.29	100000	295000	0.28
14	Aviral Sharma	Non-Promoter	Not Applicable	0	0.00	100000	100000	0.09
15	Ahmad Ali Khan	Non-Promoter	Not Applicable	65000	0.10	100000	165000	0.15
16	Nikhat Khan	Non-Promoter	Not Applicable	65000	0.10	100000	165000	0.15
17	Zeba Farooque	Non-Promoter	Not Applicable	95000	0.14	100000	195000	0.18
18	Sarika Agarwal	Non-Promoter	Not Applicable	136500	0.20	100000	236500	0.22

** considered only after allotment of equity shares in cash*

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

22. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The Current and proposed status of the Proposed Allottees post the preferential issue is as follows:

Sr. No.	Name of Proposed Allottee	No. of shares	% of post preferential	Current Status	Proposed Status
1.	Mohammad Ajwad	3000000	2.81	Promoter Group	Promoter Group
2.	Samina Asad Iraqi	500000	5.40	Promoter Group	Promoter Group
3.	Muhammad Asim	9000000	8.42	Non-Promoter	Non-Promoter
4.	Mohammad Tahir	800000	0.75	Non-Promoter	Non-Promoter
5.	Tuba Fatima	150000	0.44	Non-Promoter	Promoter Group
6.	Mohammad Asjad	1093000	1.03	Non-Promoter	Promoter Group
7.	Prabodh Sharma	4207000	4.00	Non-Promoter	Non-Promoter
8.	Geeta Sharma	200000	0.30	Non-Promoter	Non-Promoter
9.	Advitiya Prabodh	150000	0.14	Non-Promoter	Non-Promoter
10	Renu Tiwari	100000	0.22	Non-Promoter	Non-Promoter

11	Sanjay Tiwari	100000	0.22	Non-Promoter	Non-Promoter
12	Subodh Sharma	100000	0.28	Non-Promoter	Non-Promoter
13	Madhu Sharma	100000	0.28	Non-Promoter	Non-Promoter
14	Aviral Sharma	100000	0.09	Non-Promoter	Non-Promoter
15	Ahmad Ali Khan	100000	0.15	Non-Promoter	Non-Promoter
16	Nikhath Khan	100000	0.15	Non-Promoter	Non-Promoter
17	Zeba Farooque	100000	0.18	Non-Promoter	Non-Promoter
18	Sarika Agarwal	100000	0.22	Non-Promoter	Non-Promoter
19	Mohammad Ajwad	3000000	2.81	Non-Promoter	Non-Promoter
Total		200,00,000	25.07		

23. Practicing Company Secretary's Certificate:

A certificate from Mr. Gaurav Vasudev Bachani, Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations and is available for inspection at the General Meeting of the members. The same is also available at the website of the Company at <https://www.groupaki.com/>.

24. Undertaking:

- a. Neither the Company, nor any of its directors and/ or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- b. Neither the Company nor any of its directors and/ or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- d. The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- e. The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations, if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.*
- f. The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- g. Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- h. The Company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

*Since the Company's Equity Shares are listed on recognized Stock Exchanges for a period of more than 90 Trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

The approval of the Members is being sought to enable the Board to issue and allot the warrants ("Convertible warrants") on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Except the proposed allottees, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in Item No. 3 of this Notice, for the approval of the Members.

Registered Office:

D-115, Defence Colony Jajmau,
Shiwans Tanney, Kanpur Nagar,
Jajmau, Kanpur,
Uttar Pradesh – 208 010.

Date: 8th November, 2023

Place: Kanpur

**By order of the Board
For, AKI India Limited**

**Sd/-
Mohammad Ajwad
Whole-time Director
DIN: 07902475**