

CORRIGENDUM TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING DATED
7TH JULY, 2022

AKI India Limited ("the Company") had issued Notice dated 14th June, 2022 ("EGM Notice") for convening an Extraordinary General Meeting of the shareholders of the Company, scheduled to be held on Thursday, 7th July, 2022 at 3:00 P.M. through Video Conferencing (VC) / Other Audio Video Means (OAVM).

The corrigendum to the Notice of EGM shall form an integral part of the Notice dated 14th June, 2022 circulated to the shareholders of the Company.

SPECIAL BUSINESS TO AMEND AND/OR ADD TO THE NOTICE OF EGM:

3. To approve the conversion of the loan into equity share capital of the company.

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 Section 62(1)(c) of the Companies Act, 2013, read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, and as per the Articles of Association of the Company and subject to such other approvals, consents, permissions as may be necessary from appropriate authorities, consent of the Members be and is hereby accorded to create, offer, issue and allot, upto 14,63,000 (Fourteen lakhs sixty three thousand) fully paid-up Equity Shares of the Company, having face value of Rs. 10/- each (Rupees Ten only) at a Premium of Rs. 26.50/- per share [i.e., Issue Price Rs. 36.50/- per Share] in accordance with Regulation 76(1) of the ICDR Regulations and applicable law on preferential basis to Saldo International Private Limited, by way of conversion of existing unsecured loan of Rs. 5.34 Crores in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the "Relevant Date", for determining the minimum price of the equity shares being allotted to the Proposed Allottees, on a preferential basis, is 7th June, 2022 being the date which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act."

"RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing there from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment of the aforesaid equity shares, and to resolve and settle all questions and difficulties that may arise in the proposed issue /offer, including pricing, number of shares to be allotted, allotment of aforesaid shares, utilization of the issue proceeds and to do all acts,

deeds and things in connection there with and incidental thereto as the Board may in its absolute discretion deem fit and consent/approval by the members shall be deemed to have been given."

CORRIGENDUM TO THE EXPLANATORY STATEMENT OF THE RESOLUTION AS SET OUT IN AGENDA ITEM NOS. 3 OF THE NOTICE OF EGM:

Item No. 3:

Your Company has approved conversion of unsecured loan into Equity Shares as increase in Capital will augment its working capital as well as to improve its financial ratios.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter VII - "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

Accordingly, the Company proposes to issue and allot upto 14,63,000 (Fourteen lakhs sixty three thousand) fully paid-up Equity Shares of the Company, having face value of Rs. 10/- each (Rupees Ten only) at a Premium of Rs. 26.50/- per share [i.e., Issue Price Rs. 36.50/- per Share] in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, to Saldo International Private Limited.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, issue, offer and allot Equity Shares, by way of preferential allotment to the proposed allottees.

The Equity Shares issued pursuant to the abovementioned resolutions shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The disclosures prescribed under the Companies Act, 2013 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item No. 3 are as follows:

a) The objects of the preferential issue:

To increase in Capital will augment its working capital as well as to improve its financial ratios.

b) Number of shares, kind of securities and Pricing of Preferential Issue:

It is proposed to issue and allot in aggregate and upto 14,63,000 (Fourteen lakhs sixty three thousand) fully paid-up Equity Shares of the Company, having face value of Rs. 10/- each (Rupees Ten only) at a Premium of Rs. 26.50/- per share [i.e., Issue Price Rs. 36.50/- per Share] aggregating to Rs. 5,33,99,500/- (Rupees Five Crores Thirty Three Lakhs Ninety Nine Thousand Five Hundred Only) to the proposed allottees.

c) Basis on which the price has been arrived at:

The equity shares of Company are listed at BSE Limited and are frequently traded in accordance with SEBI (ICDR) Regulations.

The equity shares of Company are listed and frequently traded on the BSE Limited in accordance with SEBI (ICDR) Regulations.

The price per equity share, to be issued, is fixed at Rs. 36.50, being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

As per Regulation 164 of SEBI (ICDR) Regulations, as the equity shares of the issuer have been listed on a recognized stock exchange for a period of less than 90 trading days as on the relevant date the price at which Equity Shares shall be allotted shall not be less than higher of the following:

1. The price at which equity shares were issued by the issuer in its initial public offer; or
2. the average of the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the period the equity shares have been listed; or
3. 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;

As the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of less than 90 trading days prior to the Relevant Date, then price shall be recomputed by the issuer on completion of 90 trading days from the date of listing on a recognised stock exchange with reference to the 90 trading days volume weighted average prices of the related equity shares quoted on the recognized stock exchange during these 90 trading days and if such recomputed price is higher than the price paid on allotment, the difference shall be paid by the allottees to the issuer.

d) Registered Valuer Report:

As per Regulation 166A of the ICDR, the Company has obtained valuation report from Ms. Sejal Ronak Agrawal, Partner of M/s. AAA Valuation Professionals LLP, Registered Valuer having LLPIN: AAN-6462, which is available on website of Company's at <https://groupaki.com/investor-relation> and Stock Exchange i.e. BSE Limited at www.bseindia.com for the view of stakeholders.

e) Relevant Date:

The "Relevant Date" in accordance with SEBI (ICDR) Regulations would be 7th June, 2022 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Equity Shares.

f) Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer:

The Allottee belong to Non- promoters / members of the Company. The allottee are intending to participate / subscribe to the proposed issue of equity shares.

No Promoter(s), Director(s) or Key Managerial Personnel(s) or their respective relatives are subscribing to this offer.

g) Equity Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares as per resolution at Item No. 3 to this notice and Equity shares proposed to be allotted to the Non -promoters / members of the Company as per the resolution:

Sr. No.	Category	Pre-Issue		Issue of Shares	Post-Issue	
		Shares	%		Shares	%
A	Promoters Holding					
1	Indian					
	Individuals	7517000	73.00	0	7517000	63.92
	Body Corporates	0	0	0	0	0
	Sub-Total	7517000	73.00	0	7517000	63.92
2	Foreign	0	0	0	0	0
	Sub-Total (A)	0	0	0	0	0
B	Non-Promoters Holding					
1	Institutional Investors	0	0	0	0	0
2	Non-Institutional Investors					
i	Individuals	1195000	11.61	0	1195000	10.16
ii.	Any Other					
	Body Corporates	1425000	13.84	1463000	2888000	24.56
	HUF	135000	1.31	0	135000	1.15

	Clearing Member	25000	0.24	0	25000	0.21
	Sub-Total (B)	2780000	27.00	1463000	4243000	36.08
	Grand Total	10297000	100.00	1463000	11760000	100.00

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 31st March, 2022.

h) Proposed time frame within which the preferential issue shall be completed:

As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.

i) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:

The Investors belong to the Non Promoter Category and the ultimate beneficial owners are as under:

Sr. No.	Name of Shareholders	No. of shares	Beneficial owners
1.	Saldo International Private Limited	1463000	As list attached below:

List of Beneficial owner:

1. Raj Kumar	22. Sanjay Sahu	43. Mohd Akram
2. Rehan Kausar	23. Mohd Shafiq	44. Mohd Abuzar
3. Mohd Ameen	24. Mohd Abdullah	45. Zafar Ali
4. Shazade	25. Ram Bahadur	46. Arvind Kumar Kushwaha
5. Ganga Sagar	26. Mohd Javed Alam	47. Avinash
6. Kamran Ahmad	27. Abhishek	48. Munnal Lal
7. Irshad Ahmad	28. Amanat Ulla Ansari	49. Vimlesh
8. Mohd Khalid	29. Shashank Kumar	50. Sunil
9. Gulfam Ahmad	30. Parvez Khan	51. Bachcha Babu
10. Mohd Sheemal	31. Matloob Alam	52. Karan
11. Parvez Alam	32. Mohd Rais	53. Mehtab
12. Vikas Kumar	33. Kanhaiya Lal	54. Vikas Gautam
13. Rajesh Kumar	34. Imtiyaz Ansari	55. Ram Naresh
14. Pramod Kumar	35. Subodh Sharma	56. Om Prakash
15. Pawan Kumar	36. Amir Najeeb	57. Gokul Prasad
16. Jagdish	37. Mahendra Singh	58. Santosh

17. Amit Kumar	38. Praveen Kumar	59. Lal Bhadur
18. Santosh	39. Neeraj Tiwari	60. Geeta Sharma
19. Manoj Kumar	40. Abdul Raheem	61. Najeeb Ahmad
20. Shah Alam	41. Rohit Gautam	62. Kamla Devi Sharma
21. Naveen Gupta	42. Mohd Furqan	63. Ahmad Ali Khan

j) Current and proposed Status of the allottee post the Preferential issue namely Promoter / Non Promoter

The details of the proposed allottees are as per the below table. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sr. No.	Name of Allottees	Pre - shareholding		No. of Equity Shares to be allotted	Post - shareholding	
		No. of Equity Shares	%		No. of Equity Shares	%
1.	Saldo International Private Limited	0.00	0.00	1463000	1463000	12.44

The current and proposed status of the Investor post the preferential issue will be Non-promoters.

k) Lock in:

Equity Shares to be allotted to the proposed allottees will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI (ICDR) Regulations.

Further, as per Regulation 167(6) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, entire pre-preferential allotment shareholding of the allottees, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval and such shareholding shall be locked-in before applying to BSE Limited for in-principle approval.

l) Compliance Certificate under Regulation 163(2) of SEBI (ICDR) Regulations, 2018:

The Compliance Certificate issued by M/s. Gaurav Bachani & Associates, Company Secretaries, Ahmedabad (FRN: S2020GJ718800) certifying that the proposed preferential issue is being made in accordance with the requirements under Regulation 163(2) of Part III of Chapter V of SEBI (ICDR) Regulations, 2018, will be placed before the Members at this Extra Ordinary General Meeting and is also available on the website of the Company at <https://groupaki.com/investor-relation> and on BSE Limited at www.bseindia.com for the view of the stakeholders.

m) Valuation and justification for the allotment proposed to be made for consideration other than cash:

The Company proposes to convert outstanding unsecured loan of the Proposed Allottee for consideration other than cash by issuance of Equity Shares on preferential basis to the proposed allottee by this there will be increase in Capital which will augment its working capital as well as will improve its financial ratios.

n) Undertaking:

The Company hereby undertakes that:

- (i) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the above shares shall continue to be locked-in till the time such amount is paid by the allottees.

Neither the Company nor any of its promoters or directors or issuer is a willful defaulter as defined under Regulation 2 (1) (III) of SEBI (ICDR) Regulations, 2018 or a fraudulent borrower

In accordance with the SEBI (ICDR) Regulations,

- (i) all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- (ii) Neither the Company nor any of its promoters and directors is a wilful defaulter or a fugitive economic offender; and

The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

Further, as per Regulation 159(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Preferential issue of specified securities shall not be applicable to the any person who has sold or transferred any equity shares of the issuer during the 90 trading days preceding the relevant date, thereby restricting us to allot the shares to the following allottees, under purview the aforesaid provision. Any allottee who has sold or transferred any equity shares during the 90 trading days preceding the relevant date, will be ineligible for allotment of Equity Shares.

The Board of Directors of the Company recommends passing of the resolution as set out at Item 3 as a special resolution.

None of the Directors of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

Registered Office:
9/6 (11), Asharfabad Jajmau
Kanpur - 208 010 UP

Place: Kanpur
Date: 2nd July, 2022

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

**Sd/-
Divya Srivastava
Company Secretary**

The shareholders are requested to consider the above mentioned resolutions and explanatory statements along with the annexure vide Agenda Item Nos. 3 of the Notice of EGM dated 14th June, 2022, keeping in view the above mentioned amendments, additional information. This corrigendum should be read with the EGM Notice as mentioned above and other relevant documents or intimation wherever relevant. It is hereby confirmed that there are no other change in the substance or content of the EGM Notice.

This corrigendum and the original Notice of EGM shall be placed before the shareholders in the ensuing Extraordinary General Meeting to be held on Thursday, 7th July, 2022 at 3:00 P.M. for their approval. This corrigendum is also being placed at the website of the Company at <https://groupaki.com/investor-relation>, the website of the stock exchange i.e. BSE Limited at www.bseindia.com, where the shares of the Company are listed.

For, AKI India Limited

SD/-
Divya Srivastava
Company Secretary

