

Date: 15th June, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400001

Dear Sir/Ma'am,

Sub: Notice of Extra Ordinary General Meeting

Ref: Security Id: AKI / Code: 542020

This is to inform that Board of Directors of the Company has decided to call Extra Ordinary General Meeting of the Company to be held on Thursday, 7th July, 2022 at 3:00 P.M through VC/OAVM.

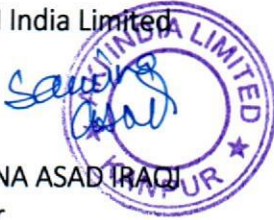
Notice of Extra Ordinary General Meeting of the Company is enclosed.

The Company is providing remote E-voting facility to all the shareholders of the Company. The Company has set 30th June, 2022 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 Extra Ordinary General Meeting for remote E-voting. The remote e-voting period begins on Monday, 4th July, 2022, at 09:00 A.M. and ends on Wednesday, 6th July, 2022 at 05:00 P.M

Kindly take the same on your record and oblige us.

Thanking You,

For, AKI India Limited



SAMEENA ASAD IRAQI
Director
DIN: 01668732



AKI INDIA LIMITED

An ISO 9001:2008 Certified Company
CIN:- U19201UP1994PLC016467

Regd. Corporate Office :
9/6 (II) Asharfabad, Jajmau
Kanpur -208010 / India
T : +91 512 2463150/170/180
F : +91 512 2460866
E : info@groupaki.com
W: www.groupaki.com

Tannery :
415/4, Kundan Road,
Akrapur,
Unnao - 209862 / India



Member



Council for Leather Exports

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (“EGM”) of the Shareholders of **AKI India Limited** will be held on Thursday, 7th July, 2022 at 3:00 P.M. through Video Conferencing (VC) / Other Audio Video Means (OAVM) to transact the following businesses:

SPECIAL BUSINESS:

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. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 11000000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 20000000 (Two Crores) Equity Shares of Rs. 10/- (Rupee One 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. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 20000000 (Two Crores) Equity Shares of Rs. 10/- (Rupee Ten 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. Approval of issuance of Bonus Shares

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

“RESOLVED THAT pursuant to the provisions of Section 63(2)(b) of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (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, Foreign Exchange and Management Act, 1999, 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) and Reserve Bank of India (RBI) 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 are hereby accorded for capitalization of such sum not exceeding Rs. 3,08,91,000/- (Rupees Three Crores Eight Lakhs Ninety One Thousand Only) from the Securities Premium Account, General Reserves, or any other permitted reserves & surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten Only) each credited as fully paid-up to the holders of the Equity Shares of the Company, whose names appear in the Register of Members as on the ‘Record Date’ determined by the Board, in the proportion of 3 (Three) equity shares for every 10 (Ten) existing equity shares held by the Members fully paid-up Equity Shares of Rs. 10/-

(Rupees Ten Only) each held by them and the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the Paid-up capital of the Company.”

“**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company.”

RESOLVED FURTHER THAT No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer. All fractions of bonus equity shares shall be ignored and accordingly the number of issuances of bonus share may be reduced.

“**RESOLVED FURTHER THAT** the allotment of new Equity Shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be necessary or applicable.”

“**RESOLVED FURTHER THAT** in case of Members who hold shares in dematerialization form, the Equity Shares shall be credited to the respective Beneficiary accounts of the Members with their respective Depository Participant(s) and in case of the Members who hold Equity Shares in physical form, the share certificate(s) in respect of the equity shares shall be dispatched, within such times as prescribed under the law and by the relevant authorities.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares so allotted at the Stock Exchanges where the securities of the Company is listed as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the Statutory Authority(ies) and which the Board may in its absolute discretion thinks fit and proper.”

“**RESOLVED FURTHER THAT** the Board be and is hereby further authorised to delegate all or any of the powers conferred by this resolution on it, to any committee or sub-committee of Directors or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolutions, with the power to such committee / sub-committee of the Board to further delegate all or any of its power / duties to any of its members.”

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.”

Registered Office:

9/6 (11), Asharfabad Jajmau
Kanpur – 208 010 UP

Place: Kanpur

Date: 14th June, 2022

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

**Sd/-
Divya Srivastava
Company Secretary**

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Extra Ordinary General Meeting through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this Extra Ordinary General Meeting. However, the Body Corporates are entitled to appoint authorised representatives to attend the Extra Ordinary General Meeting through VC/OAVM and participate thereat and cast their votes through e-voting.
3. 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.
4. 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.
5. 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.
6. 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 info@groupaki.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.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.nsdl.com.
7. 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.

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

The remote e-voting period begins on Monday, 4th July, 2022, at 09:00 A.M. and ends on Wednesday, 6th July, 2022 at 05:00 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. Thursday, 30th June, 2022, 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 Thursday, 30th June, 2022.

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"><li data-bbox="603 1016 1364 1547">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.nsd.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.<li data-bbox="603 1585 1364 1720">2. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com/. Select "Register Online for IDEAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="603 1758 1364 1993">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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),

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 My easi. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 whose 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:

The Present Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 11000000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each.

Considering the requirement and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from present Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 11000000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 20000000 (Two Crores) Equity Shares of Rs. 10/- (Rupee Ten 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 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.

None of the Directors or Key Managerial Personnels (KMPs) or relatives of Directors and Key Managerial Personnels (KMPs) are concerned or interested in the proposed Resolution of the accompanying Notice.

Item No. 2:

The Chairman informed the members that Board of Directors of the Company in their meeting held on 2nd June, 2022, had recommended issue of Bonus Equity Shares in the ratio of 3 (Three) fully paid-up equity shares against 10 (Ten) existing equity shares held by the shareholders of the Company, whose names appear in the Register of Members maintained by the Company / List of Beneficial Owners of the Depositories as on the record date determined by the Board, by capitalizing an amount not exceeding Rs. 3,08,91,000/- (Rupees Three Crores Eight Lakhs Ninety One Thousand Only) out of the balance of free reserves, security premium as on 31st March, 2022.

Moreover, the issue of Bonus Shares is authorised by the Articles of Association of the Company and shall be in accordance with the provisions of Section 63 of the Companies Act, 2013 and other applicable regulations and subject to such approvals, if required from any Statutory Authority(ies).

The issue of Bonus Equity Shares by way of capitalization of reserves and surplus as aforesaid for the purpose of issue of fully paid up bonus equity shares requires approval of Members of the Company in Section 63 of the Companies Act, 2013 subject to terms and conditions set out in the aforesaid resolution. The Board recommends this resolution for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

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 recognised 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 166 of the ICDR, the Company obtained valuation report from AAA Valuation Professionals LLP, which is available on Company's portal for 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)

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	

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) Auditor's Certificate:

A copy of the certificate from the Statutory Auditors / Practicing Chartered Accountant / Practicing Company Secretary, certifying that the proposed preferential issue of equity shares is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, shall be placed before the Extra Ordinary General Meeting and will be kept open for inspection at the Registered Office of the Company between 11:00 AM to 5:00 PM on all working days between Monday to Friday of every week, upto the date of this Extra Ordinary General Meeting.

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.

None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.

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 4 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.