Date: 29-01-2025

To,
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor |
Plot No. C/1, G Block Bandra - Kurla Complex
Bandra (E), Mumbai - 400051

Symbol: AKIKO

Dear Sir,

Sub: <u>Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")</u>

Pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, (SEBI Listing Regulations), we hereby inform you that the Board of Directors at its meeting held today Wednesday, January 29, 2025 has inter-alia considered and approved, the following matters:

1. To authorize Board of Directors of Company to enter into Memorandum of Understanding ("MOU") with Mr. Naveen Gupta.

   Disclosure The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed in **(refer Annexure-A)**

2. To authorize Board of Directors of Company to enter into Memorandum of Understanding ("MOU") with Mr. Sagar Gaba.

   Disclosure The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed in **(refer Annexure-B)**

3. Appointment of **Mr. Naveen Gupta (DIN:07651435)** as Additional Director of the Company. **(refer Annexure-C)**

4. Issue of upto 2,00,000 (Two Lakhs Only) fully convertible warrants ('Warrants') by way of a preferential issue basis, carrying an entitlement to subscribe for equivalent number of fully paid-up Equity Shares of the Company, at a price of **INR 87.02** (Rupees Eighty Seven and Two Paise Only) per warrant aggregating upto **INR 1,74,04,000/- (Rupees One Crore Seventy Four Lakhs Four Thousand Only)** to the specified Investors as listed in **"Annexure D",** in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), in such manner and on such terms and conditions as determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws subject to the approval of shareholders.

The details in respect of the Preferential Issue, as required to be disclosed under Regulation 30 of the SEBI Listing Regulations, read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 on disclosure of material events/ information by listed entities, dated July 13, 2023 ("SEBI Disclosure Circular") is set out below at **(refer Annexure – E).**

5. To Increase Authorized Share Capital of the Company and Consequent Alteration in Capital Clause of the Memorandum of Association of the Company.

   Increase in authorized share capital of the company from Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crores Ten Lakhs only) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crores Twenty Lakhs only) Equity shares of` Rs. 10/- (Rupees Ten only) ranking Pari - passu in all respect with the existing Equity Shares of the Company.

   Information required pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023, is enclosed as **Annexure – F.**

6. Consider and approve alteration of Article and Association of the Company.

   "The Company may create, offer, issue, and allot shares under an Employee Stock Option Scheme (ESOP) to its employees, directors, or other eligible persons, in such manner and on such terms as may be decided by the Board of Directors and in accordance with the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, rules made thereunder, and other applicable laws."

   Information required pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023, is enclosed as **Annexure – F.**

7. Consider and approve Akiko Employee Stock Option Scheme 2025 subject to approval of Member of in Extra -ordinary General Meeting

8. In continuation of earlier intimation dated 18th September, 2024, Board of Director authorized to acquire the Shares of AKIKO GLOBAL COMMERCIAL BROKER LLC and to do all such act which is necessary in this relation

Thanking You,
For and on behalf of
Akiko Global Services Limited

Priyanka Dutta
Digitally signed by Priyanka Dutta
Date: 2025.01.29 19:20:43 +05'30'

Priyanka Dutta
Managing Director
DIN: 08475220

ANNEXURE - A

Disclosure The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

S.No.	Particulars	Details
1	**Name(s) of parties with whom the agreement is entered**	**Name:** Naveen Gupta
2	**Purpose of entering into the agreement;**	Issue of ESOPs and Share Warrants to Mr. Naveen Gupta under the specific terms, conditions, and obligations laid down in the MOU. Further, Mr. Naveen Gupta will be appointed as Director of the Company once the initial payment of 25% of the total consideration will be received as per MOU
3	**Shareholding, if any, in the entity with whom the agreement is executed;**	NA
4	**Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;**	Mr. Naveen Gupta will be appointed as Director of the Company once the initial payment of 25% of the total consideration will be received as per MOU
5	**whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;**	No
6	**whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";**	No
7	**in case of issuance of shares to the parties, details of issue price, class of shares issued;**	**ESOPs** 1,50,000 ESOPs at a price of Rs. 80 (Rupees Eighty) per share subject to achieving the revenue target as specified in MOU **Share Warrants** 1,00,000 Share Warrants to the Second Party at a predetermined price of Rs. 80 (Rupees Eighty) per Share Warrant subject to achieving the revenue target as specified in MOU
8	**in case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans**	Not Applicable

	lent to a party or borrowed from a party become material on a cumulative basis;	
9	**any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;**	There are no such requirements related to appointment of Nominee Director as per MOU.
10	**in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):** **i. name of parties to the agreement;** **ii. nature of the agreement;** **iii. date of execution of the agreement;** **iv. details of amendment and impact thereof or reasons of termination and impact thereof.**	NA

Add:11th Floor, OfficeNo-8/4-D, Vishwadeep Building,District Centre,Janakpuri,NewDelhi-110058
ContactNo:011-40104241 Email:support@akiko.com CINNo:L74999DL2018PLC335272

ANNEXURE - B

Disclosure The details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

S.No.	Particulars	Details
1	**Name(s) of parties with whom the agreement is entered**	**Name:** Sagar Gaba
2	**Purpose of entering into the agreement;**	Issue of ESOPs and Share Warrants to Mr. Sagar Gaba under the specific terms, conditions, and obligations laid down in the MOU
3	**Shareholding, if any, in the entity with whom the agreement is executed;**	NA
4	**Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;**	Not Applicable
5	**whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;**	No
6	**whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";**	No
7	**in case of issuance of shares to the parties, details of issue price, class of shares issued;**	**ESOPs** 1,50,000 ESOPs at a price of Rs. 80 (Rupees Eighty) per share subject to achieving the revenue target as specified in MOU **Share Warrants** 1,00,000 Share Warrants to the Second Party at a predetermined price of Rs. 80 (Rupees Eighty) per Share Warrant subject to achieving the revenue target as specified in MOU
8	**in case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis;**	Not Applicable
9	**any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;**	Not Applicable

10	**in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):** **i. name of parties to the agreement;** **ii. nature of the agreement;** **iii. date of execution of the agreement;** **iv. details of amendment and impact thereof or reasons of termination and impact thereof.**	Not Applicable

Annexure-C

Details required under Regulation 30 of the listing Regulations and amendments thereto (read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023) are as follows:

Appointment of Mr. Naveen Gupta (DIN: 07651435) as Additional Director of the company with effect from 29th January, 2025

Sr. No.	Particulars	Details
1.	**Name of Director**	Mr. Naveen Gupta
2.	**Reason for change viz. appointment, ~~resignation, removal, death or otherwise~~**	Appointment
3.	**DIN**	07651435
4.	**Date of Appointment**	29-01-2025
5.	**Brief Profile (in case of appointment)**	He has Strong leadership skills in board governance, new business development comprehensive understanding of financial management principles and excellent management skills.
6.	**Disclosure of relationship between directors (in case of appointment of director)**	Not Applicable
7.	**Whether director is debarred from holding the office of Director by virtue of SEBI order**	Not Applicable

Annexure-D

Sr. No.	Name of Investor	No. of Equity Shares to be allotted	Amount to be paid for Equity Shares (INR)
1	Naveen Gupta	1,00,000	8702000
2	Sagar Gaba	1,00,000	8702000

Annexure – E.

The details in respect of the Preferential Issue, as required to be disclosed under Regulation 30 of the SEBI Listing Regulations, read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 on disclosure of material events/ information by listed entities, dated July 13, 2023 ("SEBI Disclosure Circular")

<table>
<tr><th>S.No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>1.</td><td>Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)</td><td>Convertible warrants of the Company ("Warrants").</td></tr>
<tr><td>2.</td><td>Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)</td><td>Preferential allotment, on a private placement basis.</td></tr>
<tr><td>3.</td><td>Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)</td><td>Up to 2,00,000 (Two Lakhs) Warrants, for an aggregate amount of up to INR ____________</td></tr>
<tr><td>4.</td><td colspan="2">In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):</td></tr>
<tr><td>a.</td><td>Name of Investors</td><td>Mr. Naveen Gupta and Mr. Sagar Gaba</td></tr>
<tr><td>b.</td><td>Post allotment of securities - outcome of the subscription</td><td>The Warrants are proposed to be allotted to Mr. Naveen Gupta and Mr. Sagar Gaba. Details of the shareholding of the Proposed Allottees in the Company, prior to and after the Preferential Issue, are as under:
<table><tr><th>Pre-Preferential Issue shareholding percentage of the</th><th>Post-Allotment of Warrants pursuant to</th></tr></table></td></tr>
</table>

		Proposed Allottees	**the Preferential Issue**
		Nil	Up to 2,00,000 (Two Lakhs) warrants constituting up to 1.82% of the share capital of the Company (on a fully diluted basis post allotment)
c.	**Issue price**	**INR 87.02 (Rupees Eighty Seven and Two Paise Only) Warrant**	
d.	**Number of investors**	**Up to 2 (two) investors**	
e.	**In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument**	Each Warrant will be convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10 (Indian Rupees Ten), which may be exercised in one or more tranches during a period of 18 (eighteen) months commencing from the date of allotment of Warrants.	

Annexure-F

S.No.	Particulars	Details
1	**Amendments to memorandum of association of listed entity**	Pursuant to the proposed increase in the authorised share capital of the Company, subject to the approval of the Shareholders of the Company, it is proposed to substitute the existing Clause V of the Memorandum of Association with the following new Clause V V. The Authorised Share Capital of the Company is 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crores Twenty Lakhs

		only) Equity Shares of Rs. 10/- (Indian Rupees Ten only) each.
2.	**Amendments to Article of association of listed entity**	Proposed amendment in AOA of Company "The Company may create, offer, issue, and allot shares under an Employee Stock Option Scheme (ESOP) to its employees, directors, or other eligible persons, in such manner and on such terms as may be decided by the Board of Directors and in accordance with the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, rules made thereunder, and other applicable laws."

For and on behalf of
Akiko Global Services Limited

Priyanka Dutta
Digitally signed by Priyanka Dutta
Date: 2025.01.29 19:21:10 +05'30'

Priyanka Dutta
Managing Director
DIN: 08475220