



Date: 31-01-2025

**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

SUBJECT: NOTICE OF EXTRA- ORDINARY GENERAL MEETING (“EGM”)

As required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), We submit herewith the **Notice of the Extra-Ordinary General Meeting (EGM)** scheduled to be held on **Wednesday, 26th February, 2025 at 03:00 PM IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)**.

In compliance with above mentioned circulars, Notice of Extra-Ordinary General Meeting (EGM) has been sent in electronic mode to Members whose email IDs are registered with the Company or the Depository Participant(s).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at EGM. The Company has engaged National Security Depository Limited (NSDL) for providing facility for voting through remote e-Voting and E-Voting during the EGM.

Key Information: -

Cut-off Date: Tuesday 18th February, 2025

Day, Date and time of commencement of remote e-Voting: Sunday, 23rd February 2025 at 9:00 A.M.

Day, Date and time of end of remote e-Voting: Tuesday, 25th February 2025 at 5:00 P.M

Extra Ordinary General Meeting: Wednesday, 26th February, 2025 at 03:00 PM

Scrutinizer: M/s Amit Saxena and Associates (COP 11519)

Date of Appointment of Scrutinizer: 29th January, 2025

The copy of the Notice of EGM is also available on the Website of the Company at <https://themoneyfair.com/> and on the website of the Stock Exchange i.e. National Stock Exchange India limited at <https://www.nseindia.com/>

This is for your information and record.

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Add: 11th Floor, Office No-8/4-D, Vishwadeep Building, District Centre, Janakpuri, New Delhi-110058
Contact No: 011-40104241 Email: support@akiko.com CIN No: L74999DL2018PLC335272



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

**Priyanka Dutta
Managing Director
DIN: 08475220**



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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF AKIKO GLOBAL SERVICES LIMITED (“THE COMPANY”) WILL BE HELD ON WEDNESDAY, 26TH DAY OF FEBRUARY, 2025 AT 03:00 PM THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

ITEM NO 1: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force, the consent of the member of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from INR 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 INR 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.”

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause V as under:

V. The Authorised Share Capital of the Company is INR 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.

“RESOLVED FURTHER THAT any director of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.

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ITEM NO 2: AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of the Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with and the rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the member of the Company be and is hereby accorded to alter the existing Articles of Association (“AOA”) of the Company and **to give the power to issue Employee stock Options Plan (“ESOP”) by incorporating new clause of AOA**, and the copy of the amended and restated AOA is placed before the meeting and duly initialed by the Chairman for the purposes of identification and that the said amended and restated AOA, be and are hereby approved by the Board of Directors of the Company (“Board”) and adopted as the amended and restated AOA of the Company to the entire exclusion of the existing AOA of the Company.”

“RESOLVED FURTHER THAT subject to the approval of the shareholders at the General Meeting, any of Directors of the Company be and are hereby jointly and/ or severally authorized to take all such steps and actions for the purposes of making all such filings, compliances and registrations, as may be required under applicable law, in relation to the aforesaid amendment to the existing Articles of Association of the Company and further, to do all such acts, deeds, matters and things, as may be deemed necessary, expedient, desirable and incidental, to comply with the formalities, for the purpose of giving effect to this resolution, including filing of requisite e-forms, including MGT-14, along with such other documents, as may be required, with the Registrar of Companies under Section 14(2) of the Act and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolution.”

“RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director of the Company, be forwarded to the concerned authorities, whenever required and upon their request, for necessary action.”

ITEM NO. 03 APPOINTMENT OF MR. NAVEEN GUPTA (DIN: 07651435), AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of the Sections 152, and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and all other applicable rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to such other consent, approval, sanction and permission, as may be necessary, under any other applicable laws and in consonance with the Articles of Association of the Company and following the approval and recommendation made by the Board of Directors, Mr. Naveen Gupta (DIN: 07651435), who was appointed as an Additional Director of the Company by the Board of Directors, at their meeting held on January 29, 2025, pursuant to the Section 161(1) of the Act, applicable provisions of the Articles of Association of the Company, who shall hold the office of Additional Director upto the date of this General Meeting, the consent of the Shareholders of the Company be and are hereby accorded for the appointment of Mr. Naveen Gupta (DIN: 07651435), as a Non-Executive Director of the Company.”

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“RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to digitally sign the form DIR-12 or any other form(s) that may be required to be filed with the Registrar of Companies, to make necessary entries in the Statutory Registers and to sign all such documents and writings, as may be necessary to give effect to the aforesaid resolution and for matters connected therewith and incidental thereto and to do all such acts, deeds, matters and things, as it may in its absolute discretion deems necessary, proper, expedient or desirable to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolution.”

ITEM 04: APPROVAL FOR ADOPTION OF AKIKO EMPLOYEE STOCK OPTION PLAN 2025:

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

“RESOLVED THAT in accordance with section 62(1)(b) of the Companies Act, 2013 (“the Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, such other applicable laws, including any statutory modifications or re-enactments thereof for the time being in force, Memorandum and Articles of Association of the Company as amended, modified or re-enacted from time to time, consent of the member be and is hereby accorded adopt Akiko Employee Stock Option Plan 2025 a draft of which as placed before the meeting and initialled by the chairman for the purpose of identification.

RESOLVED FURTHER THAT any of Directors of the Company be and is hereby severally authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including, the Registrar of Companies, and to do all such acts and deeds that may be required for the purpose of giving effect to the above resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any directors, may be furnished to any person(s) as may be required.”

ITEM NO. 05 APPROVAL OF GRANT OF OPTION TO ELIGIBLE EMPLOYEES OF SUBSIDIARY COMPANY PURSUANT TO AKIKO EMPLOYEE STOCK OPTION PLAN 2025

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

“RESOLVED THAT, pursuant to Section 62 of the Companies Act, 2013 (“Companies Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the applicable provisions of the Companies Act and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable, the memorandum of association and articles of association of Akiko Global Services Limited (“Company”), such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (“Board”), the approval of members of the Company be and is hereby accorded for the adoption of the Akiko Employee Stock Option Plan 2025 (“Akiko

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ESOP 2025”) and to create, offer, issue and allot to eligible employees of the Company’s subsidiary(ies), such number of options not exceeding 3,00,000 (Three Lakh) employee stock options, corresponding to 3,00,000 (Three Lakh) equity shares of the Company (subject to adjustments), under the Akiko ESOP 2025, the salient features of which are furnished in the Explanatory Statement to the Notice issued to the members of the Company, on such terms and conditions as provided in the Akiko ESOP 2025 and as may be fixed or determined by the Board (or any person authorised by the Board in accordance with the Akiko ESOP 2025), in compliance with the provisions of the Companies Act and the rules thereunder and other applicable laws.

RESOLVED FURTHER THAT, the Board (or any person authorised by the Board in accordance with the Akiko ESOP 2025 is hereby authorized to grant options to eligible employees of subsidiary(ies) and the holding company of the Company.”

RESOLVED FURTHER for the purpose of bringing into effect and implementing the Akiko ESOP 2025 and generally for giving effect to these resolutions, the Board (or any person authorised by the Board in accordance with the Akiko ESOP 2025 be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.”

RESOLVED FURTHER THAT any director of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

ITEM NO 6: ISSUANCE OF UP TO 2,00,000 (TWO LAKHS) FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO “NON-PROMOTER, PUBLIC CATEGORY”

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, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “**Act**”), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India (“**SEBI**”) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and 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 include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, by way of preferential allotment on private placement basis, up to **2,00,000 (Two Lakhs)** Fully Convertible Warrants (“**Warrants**”), to the persons belonging to “Non-Promoter, Public Category”, at an issue price of **INR 87.02** (Rupees Eighty Seven and Two Paise Only) per Warrant, which is equal to floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, 2018 for an aggregate amount of up to **INR 1,74,04,000/- (Rupees One Crore Seventy Four**

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Lakhs Four Thousand Only), on such terms and conditions as detailed herein below, to the following persons (“Proposed Allottees”):

SR. NO.	NAME OF PROPOSED INVESTORS	CATEGORY	NO. OF WARRANTS TO BE ALLOTTED	AMOUNT TO BE PAID FOR WARRANTS (INR)
1.	Naveen Gupta	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	100000	8702000
2.	Sagar Gaba	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	100000	8702000
	Total		200000	17404000

RESOLVED FURTHER THAT as per the provisions of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be **Monday, January 27, 2025**, being the date 30 days prior to the date of this meeting of Members i.e. **Wednesday, February 26, 2025**.

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each (“Equity Shares”) at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be determined by the Board.

RESOLVED FURTHER THAT Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari - passu in all respects including as to dividend, with the existing fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions.

- Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants (“Warrant Exercise Period”).
- An amount equivalent to 25% of the issue price of Warrants shall be paid by Proposed Allottees on or prior to the date of allotment of Warrants.
- Balance amount i.e., 75% of the issue price of Warrants shall be paid against the conversion of Warrants at any time during Warrant Exercise Period.
- The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing of Special Resolution by Members, provided that where the issue and allotment of said Warrants

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is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

- g) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- j) Upon exercise of the option to convert Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of Warrants is completed within 15 days from the date of such exercise by the Allottee of such Warrants. In the event the Warrant Holder(s) do not exercise Warrants within Warrant Exercise Period of 18 months from the date of allotment, Warrants shall lapse and the amount paid upfront shall stand forfeited by the Company.
- k) Warrants by themselves until converted into Equity Shares, do not give to Warrant Holder any voting rights in the Company in respect of such Warrants. However, Warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of Warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Executive Director and/or Key Managerial Personnel of the Company be and are hereby, severally, authorized on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining in-principle approval, listing and trading of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the Warrants and allotment of Equity Shares upon conversion of Warrants, utilization of issue proceeds, signing of all the deeds and documents as may be required without being required to seek any further consent or approval of Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any Key Managerial Personnel or any other officer(s) of the Company.”

**By Order of the Board
For Akiko Global Services Limited**

**Sd/-
Priyanka Dutta
Managing Director
DIN: 08475220**

**Date: 29-01-2025
Place: New Delhi**

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IMPORTANT NOTES:

1. Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
3. Pursuant to the provisions of Section 91 of the Companies Act 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 19th February, 2025 to Tuesday, 25th February, 2025, (both days inclusive)**, for the purpose of EGM.
4. Members are requested to intimate about the change in address, if any.
5. As mandated by Securities and Exchange Board of India ("SEBI"), securities of the company can be transferred/traded only in dematerialized form. members holding shares in physical form are advised to avail the facility of dematerialization. Members can Contact the Company or Our RTA for Assistance.
6. Members may note that the copy of the Notice of EGM is also available on the website of the Company.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Members have been provided with the facility to cast their vote electronically, through the **e-voting services** provided by **M/s. National Securities Depository Limited (NSDL)** on all resolutions set forth in this Notice.
8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued circular stating that service of notice/documents including Annual Report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to RTA – **M/s Skylines Financial Services Pvt. Ltd., D-153A, 1st Floor, Okhla Industrial Area Phase- I, New Delhi-110020** or email at info@skylinerta.com
9. Members who have not registered their e-mail IDs are requested to register their e-mail IDs with their respective Depository Participants (DPs). Alternatively, the members may also contact the R & T Agents at the email address info@skylinerta.com or the Company at the email address [a](#) to register their e-mail address (es) or changes therein, if any, at the earliest, to receive the future communication. Members are requested to quote their Client ID number with DP ID on all correspondence with the Company as the case may be. International Securities Identification Number given to your Company is INE0PMR01017.
10. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
11. Notice of the Extra Ordinary General Meeting of the Company inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the

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same. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

12. Electronic Copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email IDs are registered with the company/Depository participants for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email address, physical copies of the notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
13. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.themoneyfair.com for their downloading. The physical copies of the aforesaid documents will also be available at the Company's registered office at Ahmedabad for inspection during normal business hours on working days. Even after registering for a-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: akikoglobalservices@gmail.com.
14. Corporate members intending to send their authorized representative(s) to attend and vote at the meeting pursuant to Section 13 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
15. Members holding shares in the physical form are advised to complete KYC in the prescribed form No. ISR-1 to communicate the particulars of their PAN, bank account, change of postal address, email id, mobile number and nomination to our RTA i.e., **M/s Skylines Financial Services Pvt. Ltd.**, D-153A, 1st Floor, Okhla Industrial Area Phase- I, New Delhi-110020 or email at info@skylinerta.com or the Secretarial Department of the Company otherwise folio shall be frozen by the RTA. The shareholders can access the prescribed form for KYC of their folio via the link <https://web.linkintime.co.in/kyc-downloads.html>.
16. M/s. Amit Saxena & Associates | Company Secretaries (Membership No 29918, COP 11519), (Place: 701, Prakashdeep Building 7, Tolstoy Marg, Barakhamba Road, New Delhi - 110001) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. The scrutinizer shall within a period of not exceeding Forty-Eight Hours from the conclusion of the e voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by the Chairman.
18. The SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated August 11, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on **Sunday 23rd February, 2025 at 09:00 A.M. and ends on Tuesday 25th February, 2025 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. **Tuesday, 18th February, 2025**, 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 **Tuesday, 18th February, 2025**.

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 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.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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 - 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”

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	which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteendigit demat account number hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

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	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting 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.

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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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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 8digit 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'.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 akikoglobalservices@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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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 to 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 akikoglobalservices@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digits DPID + CLID or 16 digits 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 akikoglobalservices@gmail.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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.**

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After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

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 akikoglobalservices@gmail.com. The same will be replied by the company suitably.

**By Order of the Board
For Akiko Global Services Limited**

**Sd/-
Priyanka Dutta
Managing Director
DIN: 08475220**

**Date: 29-01-2025
Place: New Delhi**

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EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

Presently, the Authorized Share Capital of the Company INR 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. In order to facilitate the future requirements, of the Company, it is proposed to increase the existing Authorized Share Capital of the Company from INR 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 INR 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) each ranking pari - passu in all respect with the existing Equity Shares of the Company. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 1 of this Notice.

ITEM NO. 2:

The Board of Directors of the Company, at its meeting held on **Wednesday 29th January, 2025**, approved the introduction of an Employee Stock Option Scheme (ESOP) to attract, retain, and motivate talented employees. The ESOP is intended to align the interests of employees with those of the shareholders by providing them with an opportunity to participate in the growth of the Company.

In order to implement the ESOP, it is necessary to amend the Articles of Association (AOA) of the Company to include a specific provision that enables the Company to grant stock options to its employees, directors, or other eligible persons, in compliance with the applicable laws and regulations.

Pursuant to Section 14 of the Companies Act, 2013, any alteration to the Articles of Association requires the approval of the shareholders by way of a special resolution. Accordingly, the Board recommends the resolution as set out in Item No. 2 of the Notice for your approval as a special resolution.

The proposed alteration involves inserting the following clause in the AOA:

"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."

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A copy of the draft Articles of Association, incorporating the proposed amendment, is available for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting and will also be available at the meeting.

None of the Directors, Key Managerial Personnel (KMP), or their relatives, except to the extent of their eligibility to participate in the ESOS, are in any way concerned or interested in the resolution.

The Board recommends the resolution for your approval as a special resolution.

ITEM:03

The Board of Directors of the Company, at their meeting held on **Wednesday 29th January, 2025**, had considered and approved the appointment of Mr. Naveen Gupta (DIN: 07651435), as an Additional Director of the Company, in the capacity of Non-Executive Director, with effect from January 29, 2025, in accordance with the provisions of the Section 161 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in consonance with the Articles of Association of the Company. Pursuant to the Section 161 of the Companies Act, 2013, Mr. Naveen Gupta (DIN: 07651435), shall hold the office of Additional Director upto the conclusion of ensuing General Meeting of the Company.

Mr. Naveen Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Company has also received the following documents from Mr. Naveen Gupta, in compliance with the regulatory requirements:

- a) Consent in writing, to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- b) Intimation in Form DIR-8, pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified in accordance with the Section 164 of the Companies Act, 2013.

the Board is of the view that the appointment of Mr. Naveen Gupta on the Company's Board is desirable, hence, the Board recommends the Ordinary Resolution, as set out at Item No. 3 of the Notice for approval by the Members of the Company.

The requisite details and information, in compliance with the Secretarial Standard on General Meetings (SS -2) issued by the Institute of Company Secretaries of India (ICSI), as on the date of the notice, is enclosed herewith as an "Annexure-1" to the notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives (as defined in the Companies Act, 2013) are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out as Item No. 1. The board recommends the said resolution to be passed as an Ordinary Resolution.

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ANNEXURE-I

NOTICE OF EGM

Additional Information of Director seeking appointment/re-appointment at the Extra-ordinary General Meeting (EGM)

[Pursuant to Secretarial Standards-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Naveen Gupta
Director Identification Number (DIN)	07651435
Designation/category of the Director	Director
Age	40
Nationality	Indian
Date of First appointment on the Board	29-01-2025
Brief Profile	Serial entrepreneur and corporate leader spearheading the operations and the growth of two India-based start-ups based in the B2C services industry segment. My credentials are fortunately proof enough of my experience in the service industry. However, it is difficult to put into words my passion for the same. A graduate's degree in Commerce from Delhi University was my cue to take a plunge into the service industry and I can best describe my time at a number of companies and corporations such as Serco, Info-Vision, and ABN Amro Bank as growing and learning experiences that set the foundation for achieving my career goals, and formed my coursework on the way to achieving entrepreneurship. The phrase 'Corporate Slave' is thrown around quite loosely, but I like to believe that I was and I am – a 'Corporate Student'. My time at Serco, Info-Vision, and ABN Amro Bank taught me indispensable skills to which I owe my career as an entrepreneur and start-up founder. You see, I just didn't wake up one day and decide to start a company, I spent years training for this job. In preparation for my time as founder/director of two companies, namely Card Expertise and One Window Solutions, I learned the ropes of team building and talent management, project development and execution, banking and financial operations, and I studied consumer behaviors and needs. It's fair to say that I armed myself with an arsenal of integral skills that serve me well today, even as I spearhead Card Expertise India Pvt Ltd and One Windows

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	Solution as full-time Founder and Director. Furthermore, our portfolio is a true measure of our success in the financial services industry with 4.5 lac credit cards created, 100 crore loans disbursed, around 10 lac active customers, 20+ pan-India office presence, and 700 selling agents.
Terms and Conditions of Appointment /Reappointment	As mutually agreed
Remuneration last drawn (including sitting fees, if any)	NA
Shareholding in the Company as on date of notice	Nil
Number of meetings of the Board attended during the year	NA
Directorship/Membership/ Chairmanship of Committees	- CARD EXPERTISE INDIA PRIVATE LIMITED - N5X INFOTECH PRIVATE LIMITED - TACTWISE ADVISORY SOLUTIONS PRIVATE LIMITED
The Justification for choosing the appointees for appointment as Independent Directors	NA
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil
Relationship with Other Directors	NA

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ITEM NO. 4 & 5:

Based on the recommendations and approval of the Board of Directors (“Board”), subject to approval of the members, the Akiko Employee Stock Option Plan 2025 (“Akiko ESOP Plan 2025”) has been adopted for eligible employees of Akiko Employee Stock Option Plan 2025 (“Akiko ESOP Plan 2025”), its subsidiary.

The purpose of the Akiko ESOP Plan 2025 is to attract, retain and motivate the Company and its subsidiary companies’ or holding company’s employees whose present and potential contributions are important to the success of the Company, the subsidiary(ies) and the holding company of the Company, by offering them an opportunity to participate in the Company’s future and also acquire a proprietary interest in the Company by award of options. The Akiko ESOP Plan 2025 shall be administered by the Board.

The Resolutions contained at Item no. 2 and 3 seek to obtain the members’ approval to authorize the Board (or any person authorised by the Board in accordance with the Akiko ESOP Plan 2025) to create, issue, offer and allot shares, from time to time, to the employees of the Company or its subsidiaries or holding company under the ESOP Plan I and undertake such action as may be necessary for the administration of the options.

A brief description of ESOP Plan I is provided below:

S.No.	Particulars	Details
1	the total number of stock options to be granted;	The maximum available options under this Akiko ESOP Plan 2025 shall be 2,00,000 (Two Lakhs) options. The aggregate number of options which will be granted under the Akiko ESOP 2025 shall correspond to 2,00,000 (Two Lakhs) shares, in one or more tranches, on such other terms and conditions as the administrator, may decide from time to time, subject to any adjustment as may be required due to any corporate action or change in control of the Company.
2.	identification of classes of employees entitled to participate in the Employees Stock Option Scheme;	(i) an employee as designated by the Company, who is exclusively working in India or outside India, (ii) a Director of the Company, whether whole time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, (iii) an employee as defined in sub-clause (i) and (ii) above of a Subsidiary, in or out of India; but excludes a. an Employee who is a Promoter or belongs to the Promoter Group;

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		b. a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and c. a director being an Independent Director.
	the appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme;	The appraisal process for determining the eligibility of the employees will be specified by the Administrator (i.e. the Nomination and Remuneration Committee (NRC) or any person authorised by the Board in accordance with the ESOP Plan I) and will be based on (i) the periodic appraisal of employee(s) and / or any team or group of the employer company of which such employee(s) is/are part of; (ii) subject to such employee(s) qualifying under the selection criteria, (which shall be decided from time to time by the Administrator or assessing the contribution of employee(s) towards the employer company), and (iii) to select new hires, as an incentive to join and to act as a retention tool, if any, to determine whether employee(s) is/are eligible employee(s) and satisfy(ies) the eligibility criteria for the grant of options under the Akiko ESOP 2025.
	the requirements of vesting and period of vesting;	The options granted under the Akiko ESOP 2025 would vest not less than 1 (one) year from the date of grant of an option. The specific vesting schedule and vesting conditions, if any, subject to which vesting would take place shall be specified in the grant letter issued to the option holder at the time of grant which may inter alia, include performance and time-based conditions. The options (base or special) will vest upon the satisfaction of the vesting conditions as determined by the Administrator in addition to the Minimum Performance Condition(s) (i.e. the rating of at least satisfactory or any other equivalent rating as determined by the Administrator during the annual performance review) as determined by the Administrator in accordance with this Akiko ESOP 2025. The Nomination and Remuneration Committee (NRC), in its absolute discretion, for any option holder or class of option holder(s), permit options

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		to be vested and exercised within an accelerated time and as per modified terms and conditions in accordance with the Akiko ESOP 2025. However, the options cannot vest less than 1 (one) year from the date of grant of an option.
	the maximum period within which the options shall be vested;	All the options granted under the Akiko ESOP 2025 shall vest on such dates and such proportions as maybe determined by the Nomination and Remuneration Committee (NRC). However, such options would not vest later than 5 (five) years from the date of grant of option.
	the exercise price or the formula for arriving at the same;	The exercise price will be the fair market value (i.e. the value of an equity share of the Company on National Stock Exchange of India (NSE)) on the date of grant payable by the option holder for exercising each of the vested options, unless the Nomination and Remuneration Committee (NRC) specifically decides to provide for a lower price (but not lower than the face value of the shares) and included in the grant letter, provided that the price is in conformity with applicable accounting standards.
	the exercise period and process of exercise;	a) Exercise Period: Exercise Period under the Akiko ESOP 2025 means “the time period commencing from the date of vesting within which the employee should exercise the vested option. This shall be provided for in the grant letter.” Accordingly, vested options can be exercised within the exercise period as determined by the Administrator and set out in the grant letter. b) Vested options are to be exercised as follows: (i) During employment – within the Exercise Period set out in the grant letter. (ii) In the event of death of an option holder while in employment with the Employer Company - within 6 (six) months from the date of death of the option holder. (iii) In the event of separation of an option holder from the Employer Company due to reasons of Permanent Disability while in employment of the Company - within 6 (six) months from the date of

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		separation from employment of the option holder from the Employer Company due to such Permanent Disability. (iv) In the event of the option holder's separation from the Employer Company for reasons of normal retirement, superannuation or a retirement specifically approved by the Employer Company, or resignation by the option holder, or termination by Employer Company for any reason other than 'Cause'- on the last working date. (v) In case of termination of the option holder's employment with the Employer Company due to Cause or breach of post-employment obligations – all options (unvested and vested) will lapse. c) Exercise Process: The method of payment of the exercise price shall be determined by the administrator and may include (i) option holder making the payment to the Company through normal banking channels, such as NEFT/RTGS or issuance of demand draft; (ii) the option holder's approval or consent to the Company to deduct such amount from her/his salary or other entitlements, due and payable; (iii) consideration received by the Company under a cashless exercise program implemented by the Company in connection with this ESOP Plan I; or (iv) any combination of the foregoing methods of payment, provided that any such mechanism at the relevant point is allowed under applicable laws. d) The options shall be deemed to have been exercised for shares only when the Company receives: (i) a written notice of exercise from the option holder, in such form as may be prescribed; and (ii) full payment of exercise price and amount payable as tax under the relevant tax laws, in force at the relevant time, including payment of the stamp duty applicable on registration and issues of shares.
	the Lock-in period, if any ;	The shares issued under the Akiko ESOP 2025 will be subject to transfer restrictions and lock-in

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		restrictions as provided in the articles of association of the Company, shareholders' agreement executed by the option holders, the grant letter or as maybe prescribed under applicable laws.
	the maximum number of options to be granted per employee and in aggregate;	Maximum number of options to be granted per employee shall be as determined by the Nomination and Remuneration committee with along with confirmation of Board of Directors (or any person authorised by the Board in accordance with the Akiko ESOP 2025) subject to overall limits as approved by the shareholders – Maximum number of options to be granted in aggregate – 3,00,000 (Three lakhs)
	the method which the company shall use to value its options;	The Company shall follow the fair value method for computing the compensation cost for options.
	the conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;	Vested options will lapse in the following conditions: a) The vested options which are not exercised by the options holders within the exercise period set out in the grant letter. b) The vested options which are not exercised by the option holders/option holders' nominee within 6 (six) months from the date of (i) death of option holder; and (ii) separation due to permanent disability. c) The vested options which are not exercised by the option holders on the last working date in case of (i) normal retirement, superannuation or a retirement specifically approved by the Employer Company; (ii) resignation; or (iii) termination of employment by the Employer Company for any reason other than 'Cause'. d) All options (unvested and vested) as on the date on which (i) the Company terminates the employment of option holder for 'Cause' (as defined in the Akiko ESOP 2025), or (ii) in case option holder violates any post-employment obligations shall lapse.

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	the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee; and	Please refer to details as provided in items (g) and (k) above.
	a statement to the effect that the company shall comply with the applicable accounting standards.	The Company shall conform to the accounting policies regarding options prescribed and applicable to it, from time to time.

ITEM NO. 6:

The Company intends to raise funds from the Identified Proposed Allottees by issuance of the Warrants for the purpose of **Working Capital requirement, General Corporate Purposes, Issue related expenses**. Therefore, the Board, in its meeting held on **Wednesday, January 29, 2025**, has approved the proposal for issuance of the Warrants to the Proposed Allottees under the Preferential Issuer as per terms stated in the aforesaid resolution, subject to, inter alia, approval of the members of the Company and shall be on the terms and conditions, as mentioned below:

- a. Pursuant to Regulation 160(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialized form.
- b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the 'Relevant Date' for the Warrant issue is determined to be **Monday, January 27, 2025**.
- c. In accordance with the applicable provisions of the ICDR Regulations an amount of **INR 21.755/-which is equivalent to 25%** (twenty-five per cent) of the Warrant Issue Price shall be paid by the Proposed Allottees to the Company as upfront payment ("Warrant Subscription Price").
- d. The Proposed Allottees shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of **INR 65.265/- being 75%** (Seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Proposed Allottees.
- e. On receipt of such application from the Proposed Allottees, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Proposed Allottees.
- f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the proposed Allottees within the aforesaid period of **18 (eighteen) months**, the entitlement of the proposed Allottees to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Allottees on such Warrants shall stand forfeited.
- g. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form and shall rank pari passu with the existing Equity Shares of the Company including entitlement to voting powers and dividend.
- h. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, the ICDR Regulations, Securities and

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Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended, ("Listing Regulations"), applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities, as maybe applicable including the Securities and Exchange Board of India.

This resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42 and 62 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the SEBI ICDR Regulations.

THE DISCLOSURE REQUIRED IN TERMS OF PROVISIONS OF RULE 13(2)(D) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014, RULE 14(1) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE PROVISIONS OF CHAPTER V OF THE SEBI ICDR REGULATIONS ARE AS FOLLOWS:

1. Particulars of the Offer including Date of passing of Board Resolution:

The Special Resolution in Item No. 6 of this Notice has been proposed pursuant to the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 (the "Act"), to issue, offer and allot up to 2,00,000 (Two Lakh) Fully Convertible Warrants ("Warrants") carrying a right exercisable by Warrant holder to subscribe to one Equity Share per Warrant, by way of preferential allotment on private placement basis, to the persons belonging to "**Non Promoter, Public Category**" ("Proposed Allottees"), for an aggregate amount of up to **INR 1,74,04,000/- (Rupees One Crore Seventy Four Lakhs Four Thousand Only)**, at an issue price of **INR 87.02 (Rupees Eighty Seven and Two Paise Only)** per Warrant, being a price more than the price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"). The said proposal has been considered and approved by the Board in its meeting held on **Wednesday, January 29, 2025**. The preferential issue to Proposed Allottees is subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc.

2. Objects of the Preferential Issue

The Company intends to utilize the gross proceeds from this preferential issue towards the following objects:

1. Working Capital requirement;
2. General Corporate Purposes;
3. Issue related expenses; (Statutory and Professional fees)
(collectively, hereinafter referred to as the "**Objects**")

3. Utilization of Gross proceeds

The intended use of the gross proceeds of the preferential issue is as under: -

Sr. No.	Particulars	Total estimated amount to be utilized for each of the Objects	Tentative timelines for utilization of issue Proceeds from the date of receipt of fund
1.	Working capital requirements	Rs 1,20,00,000	Within 8 to 12 months

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2.	General Corporate purpose	Rs 50,00,000	Within 8 to 12 months
3.	Issue related expenses (Statutory and Professional fees)	Rs 4,04,000	Within 8 to 12 months
	TOTAL	Rs 17,40,4000	

**considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

Given that the preferential issue is for convertible Warrants, the issue proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of ICDR Regulations, and as estimated by the management, the entire issue proceeds would be utilized for all the aforementioned Objects, in phases, as per the availability of issue proceeds, and the Company's business requirements and within the periods as set out in the table.

4. Interim use of proceeds:

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, we will ensure compliance with all applicable laws.

5. Monitoring of utilization of funds:

Since the proceeds from the Issue is not more than ₹ 100 Crores, in terms of Regulation 162A of Chapter V of ICDR Regulations, the Company doesn't to appoint Monitoring Agency to monitor the utilization of proceeds of the proposed preferential issue.

6. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, amount, maximum number of securities to be issued, manner of issue of securities, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

The Board at its meeting held on **January 29, 2025** has subject to the approval of Members and such other approvals as may be required, approved the issuance and allotment of up to 2,00,000 (Two Lakh) Fully Convertible Warrants ("Warrants") carrying a right exercisable by Warrant holder to subscribe to one Equity Share per Warrant, to the persons belonging to "**Non-Promoter, Public Category**" ("**Proposed Allottees**"), at an issue price of **INR 1,74,04,000/- (Rupees One Crore Seventy Four Lakhs Four Thousand Only)**, at an issue price of **INR 87.02 (Rupees Eighty Seven and Two Paise Only)** for cash by way of preferential allotment on private placement basis. Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) each ("Equity Shares") at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of Warrants.

7. Relevant Date:

The 'relevant date' for the purpose of determination of the floor price for determining the minimum issue / exercise price of Warrants/issue Investor Equity Shares to be allotted on conversion of Warrants under the Preferential Issue, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Monday, January 27, 2025 ("Relevant Date")**, being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Investors Preferential Issue.

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8. Basis on which the price has been arrived, justification for the price (including premium, if any):

The Equity Shares of the Company are listed on National Stock Exchange ("NSE").

i) In terms of ICDR Regulations and floor price at which the warrants can be issued is **87.02 (Rupees Eighty-Seven and Two Paise Only)** respectively has been determined in accordance with ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

ii) In case of the frequently traded shares, as per Regulation 164(1) of ICDR Regulations, a minimum issue price of the Convertible Warrants in preferential issue has to be calculated as under:

a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or **(INR81.52)**

b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; **whichever is higher. (INR 87.02)**

In terms of the provisions of Regulation 164 of ICDR Regulations, **the minimum price** at which the warrants may be issued computes to **INR 87.02 (Rupees Eighty-Seven and Two Paise Only) each.**

c. Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares / Warrants issued on a preferential basis.

iii) As the proposed allotment is not more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, 2018 the Company has not required to obtained a valuation report from an independent registered valuer for determining the price.

After considering the above, it was decided to issue the Warrants, to be allotted on a preferential basis to Proposed Allottees, at a price of INR 87.02 (Rupees Eighty-Seven and Two Paise Only) each.

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

The Company intends to raise an amount aggregating up to **INR 1,74,04,000/- (Rupees One Crore Seventy Four Lakhs Four Thousand Only)** through this preferential issue .

10. Name and address of valuer who performed valuation:

As per regulation 166A of SEBI (ICDR) regulation, 2018, Valuation report is not required

11. Principal terms of assets charged as securities:

Not Applicable

12. Material terms of raising securities:

The same has been disclosed in the resolution.

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

Not Applicable

14. Valuation for consideration other than cash:

Not applicable as Preferential Issue is proposed to be made for cash consideration.

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

The allotment is proposed to be made to Individuals which comprises of Non promoter category. The warrants are proposed to be issued and allotted to private investors comprising of Individuals, who shall hold the warrants in the Non-Promoters-Category.

The Warrants shall be issued and allotted to the Proposed Allottees as detailed herein below:

SR. NO.	NAME OF PROPOSED INVESTORS	CATEGORY	NO. OF WARRANTS TO BE ALLOTTED	AMOUNT TO BE PAID FOR WARRANTS (INR)
1.	Naveen Gupta	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	100000	8702000
2.	Sagar Gaba	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	100000	8702000
	Total		200000	17404000

16. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of ICDR Regulations, preferential allotment of Warrants will be completed within a period of 15 (fifteen) days from the date of passing of Special Resolution provided that where the issue and allotment of Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

17. Pre and Post issue Shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

SR. NO.	CATEGORY	<u>PRE-ISSUE</u>		<u>*POST ISSUE</u>	
		<u>NO. OF EQUITY SHARES</u>	<u>% OF SHAREHOLDING</u>	<u>NO. OF EQUITY SHARES</u>	<u>% OF SHAREHOLDING</u>
A.	<u>Promoter and Promoter Group Shareholders</u>				
1.	Indian				
a)	Individuals/HUF	7206640	66.92	7206640	65.70
b)	Bodies Corporate	0	0	0	0
c)	Others	0	0	0	0
	Sub-total (A1)	7206640	66.92	7206640	65.70
2.	Foreign				

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a)	Bodies Corporate	0	0	0	0
	Sub-Total(A2)	0	0	0	0
	Total Promoters and Promoters Group (A= A1+A2)	7206640	66.92	7206640	65.70
B.	<u>Non-Promoter/Public Shareholders</u>				
1	Institutions	0	0	0	0
2	Institutions (Domestic)	360000	3.34	360000	3.28
3	Institutions (Foreign)	120000	1.11	120000	1.09
4	Central Government/ State Government(s)/ President of India	0	0	0	0
5	Non-Institutions	0	0	0	0
a)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1412917	13.12	1612917	14.70
b)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	876975	8.14	876975	7.99
c)	Non-Resident Indians (NRIs)	19200	0.18	19200	0.18
d)	Bodies Corporate	652268	6.06	652268	5.95
e)	Any Other (Specify)	121600	1.13	121600	1.11
	Total Non - Promoters/ Public Shareholders(B)	3562960	33.08	3762960	34.30
	Grand Total (A+B)	10769600	100	10969600	100

Notes:

- 1) The Pre-issue shareholding pattern is as on latest shareholding pattern filed with the Stock Exchanges i.e. September 30, 2024.
- 2) Post issue shareholding is calculated after assuming full conversion of 2,00,000 Warrants into equity proposed to be issued of the Company.
- 3) Post shareholding structure may change depending upon any other corporate action in between.
- 4) *The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

18. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

S.No	Name of the Proposed Investors	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (INR)	Pre- Issue Shareholding		Post- issue Shareholding*	
				No. of Shares	%	No. of Shares	%
1	Naveen Gupta	NA	1,00,000	0	0	8702000	0.91
2	Sagar Gaba	NA	1,00,000	0	0	8702000	0.91

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19. Current and proposed status of the allottee(s) post the preferential issues namely, non-promoter:

The current status of Proposed Allottees as mentioned in the resolution will remain unchanged post the preferential issue.

20. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

All Proposed allottees belongs to **Non-Promoter and Public Category** are subscribing to Warrants in the proposed issue. The Promoter, Promoter Group Directors or Key Managerial Personnel doesn't intent to participate in the Preferential Issue.

21. Change in control, if any, in the Company consequent to the preferential issue:

Proposed Allottees are Non - promoter/Public Category, which results will be no change in the control or management of the Company.

22. 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 Financial Year, the Company has not made any allotment on preferential basis till date.

23. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil

24. Lock-in period:

a) The Warrants and Equity Shares to be allotted upon conversion of Warrants shall be subject to lock-in in accordance with Chapter V of ICDR Regulations.

b) The entire pre-preferential allotment shareholding, if any, of Proposed Allottees, shall be locked-in as per Chapter V of ICDR Regulations.

25. Listing:

Post conversion of Warrants into Equity Shares to be allotted to the Identified Proposed Allottees shall be listed and shall be admitted for trading on the SME Board of Stock Exchanges NSE, subject to requisite approval from the Stock Exchange.

26. Certificate from Practicing Company Secretary:

A certificate from **M/s Amit Saxena and Associates, Practicing Company Secretary**, certifying that the proposed preferential issue of Warrants to Proposed Allottees is being made in accordance with the requirements of Chapter V of ICDR Regulations has been obtained. The said certificate will be available for inspection by Members at the Company's website www.themoneyfair.com.

27. Undertakings:

i) The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.

ii) None of the Company, its Promoters or Directors are categorized as Wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued

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by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.

iii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, 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.

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 by the respective allottees. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

iv) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.

v) The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.

vi) Each of Identified Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

The approval of the members is being sought to enable the Board to issue and allot the Warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

In terms of Sections 23, 42 and 62 of the Act, approval of Members by way of Special Resolution is required for the resolution as set out in Item No. 4 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 4 for your approval by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their respective shareholding in the Company, if any.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By Order of the Board
For Akiko Global Services Limited**

**Sd/-
Priyanka Dutta
Managing Director
DIN: 08475220**

**Date: 29-01-2025
Place: New Delhi**

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