



January 29, 2026

National Stock Exchange of India Limited.

Exchange Plaza, C-1, Block G, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Madam / Dear Sir,

NSE Symbol: AKG

Sub.: Submission of Recommendations by the Committee of Independent Directors (“IDC”)

Ref.: Open Offer by Mr. Kalapi Vinit Nagada (“Acquirer”) to the public shareholders of AKG Exim Limited (NSE Symbol: AKG) (“Target Company”) for acquisition of 82,62,000 fully paid-up equity shares of face value of Rs. 10 each (“Equity Shares”), representing 26% of the fully diluted voting equity share capital of the Target Company (“Open Offer” or “Offer”)

In accordance with Regulation 26(7) read with other applicable Regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, (“**Takeover Regulations**”), we hereby enclose a copy of the written reasoned recommendations approved by the Committee of Independent Directors of the Target Company, at their meeting held on January 27, 2026, on the above referred Open Offer. The same to be published in the following newspapers on January 29, 2026:

Name of the Newspaper	Language	Editions
Financial Express	English	All editions
Janasatta	Hindi	All editions
Gurgaon Mail	Hindi	Gurgaon
Pratahakal	Marathi	Mumbai

We request you to kindly take this submission on the record and please disseminate the same at the earliest.

Should you require any further information / clarifications, please contact the following person:

Contact Person	Contact No.	Email
Mr. Darshan Shah	Tel.: 022 – 6178 6000; Mob.: +91 88509 67296	darshan@suncapital.co.in

Thanking you,

Yours faithfully,

For and on behalf of Sun Capital Advisory Services Private Limited



Authorised Signatory

Name: Ajesh Dalal

Designation: Managing Partner & Head - Merchant Banking

Encl: As Above

Sun Capital Advisory Services Pvt. Ltd.

CIN U67190MH2006PTC159258

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AKG Exim Limited

Registered Office: Unit No. 231, 02nd Floor, Tower-B, Spazedge, Sector-47, Sohna Road, Gurugram, Haryana - 122018.

Tel.: +91-124-4267873 | Email ID: info@akg-global.com | Website: www.akg-global.com;

[Corporate Identification Number (CIN): L00063HR2005PLC119497]

Recommendations of the Committee of Independent Directors ("IDC") of AKG Exim Limited ("Target Company") on the Open Offer (Defined below) made by Mr. Kalapi Vinit Nagada ("Acquirer") to the Eligible Shareholders of the Target Company ("TC") under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended thereto ("SEBI(SAST) Regulations").

Sr. No.	Topic	Particular
1.	Date	January 27, 2026
2.	Name of the Target Company (TC)	AKG Exim Limited
3.	Details of the Offer pertaining to TC	<p>Open Offer for acquisition upto 82,62,000/- (Eighty Two Lakhs Sixty Two Thousand) fully paid-up Equity shares of face value of INR 10/- each ("Equity Shares") representing 26% of the Voting capital of the TC from the public shareholders pursuant to and in compliance with the requirements of SEBI (SAST) Regulations.</p> <p>Open Offer Price: INR 15.00/- (Rupees Fifteen Only) per fully paid-up equity share of the TC ("Offer Price")</p> <p>Mode of Payment: Cash (Bank Transfers / RTGS / NEFT)</p> <p>Public Announcement dated 09th October, 2025 (the "PA"), Detailed Public Statement dated 15th October, 2025 published on dated 16th October, 2025 (the "DPS"), Draft Letter of Offer dated 27th October, 2025 (the "DLOF") and Letter of Offer dated 21st January, 2026 (the "LOF") have been issued by Sun Capital Advisory Services Private Limited, the Manager to the Open Offer on behalf of the Acquirer.</p>
4.	Name(s) of the acquirer and PAC with the acquirer	<p>Acquirer: Mr. Kalapi Vinit Nagada S/o Sh. Vinit Vishanji Nagada R/o 402, 4th Floor, Shirin Towers, Shradhanand Road, Vile Parle (East), Mumbai, Maharashtra – 400057 Tel. No.: +91-9820079991 E-Mail: kalapishah@hotmail.com</p> <p>PAC: There are no persons acting in concert with the Acquirer for the purposes of the Open Offer.</p>
5.	Name of the Manager to the offer	<p>Sun Capital Advisory Services Private Limited 302, 3rd Floor, Kumar Plaza, Near Kalina Market, Kalina Kurla Road, Santacruz East, Mumbai-400029, Maharashtra, India Tel. No.: +91 22 6178 6000 / 01 Website: www.suncapitalservices.co.in Investor Grievance E-mail ID: investorgrievance@suncapital.co.in Contact Person: Mr. Darshan Shah E-mail ID: darshan@suncapital.co.in SEBI Registration No.: INM000012591 CIN: U67190MH2006PTC159258</p>
6.	Members of the Committee of Independent Directors	<p>The members of the Committee of Independent Directors ("IDC"), are as follows:</p> <ol style="list-style-type: none">1. Mr. Rakesh Mohan - Chairperson2. Mr. Laxman Singh Rao - Member3. Mrs. Chetna - Member <p>All the Independent Directors present in the meeting.</p>
7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	<p>The members of the Committee of Independent Directors ("IDC") are serving as the Non-Executive Independent Directors on the Board of the Target Company ("TC").</p> <p>IDC Members are on record that:</p> <ol style="list-style-type: none">a) None of the Members of IDC hold any Equity Shares or any other securities of the TC.b) None of the members have any contract, arrangement or any other relationship with the TC apart from their role as Independent Directors.c) The members of the IDC are not related to each other in any manner.
8.	Trading in the Equity shares/ other securities of the TC by IDC Members	<p>IDC Members have confirmed that none of them have traded in any of the equity shares / securities the TC during:</p> <ol style="list-style-type: none">a) 12 months period preceding the date of PA, and;b) The period from the date of the PA and till the date of this recommendation.
9.	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	<p>None of the members of IDC:</p> <ol style="list-style-type: none">a) are directors on the boards of any companies in which the Acquirer, in his individual capacity, is a promoter or director;b) hold any equity shares or other securities in any company in which the Acquirer, in his individual capacity, is a promoter or director; andc) have any contract, arrangement, or other relationship with the Acquirer or with any companies in which he is a promoter or director.
10.	Trading in the Equity shares/ other securities of the acquirer by IDC Members.	Not Applicable as the Acquirer is an Individual.
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable.	<p>The IDC has perused the LOF, DLOF and other documents as released and published by the Acquirer in connection with the Open Offer.</p> <p>Based on the review and consideration,</p> <ol style="list-style-type: none">a) The IDC is of the view that the Offer Price of INR 15.00/- (Rupees Fifteen only) per Equity Share is in accordance with the parameters prescribed by the SEBI (SAST) Regulations, 2011;b) IDC believes that the Offer is in accordance with the SEBI (SAST) Regulations, 2011 and the same appears to be fair and reasonable. IDC would like to draw the attention of the Shareholders that, the Equity Shares of the Target Company are currently trading on NSE at a price Lower than the Offer Price; andc) IDC advises the shareholders to independently evaluate the open offer vis-à-vis current share price, market performance of equity shares, including risk factors if any, and take an informed decision before participating in the Offer.
12.	Summary of reasons for recommendation	<ol style="list-style-type: none">1. The IDC Members have reviewed:<ol style="list-style-type: none">a) Public Announcement ("PA") dated 09th October, 2025;b) Detailed Public Statement ("DPS") dated 15th October, 2025 and was published on dated 16th October, 2025 at Financial express, Gurgaon Mail, jansatta, etc.;c) Draft Letter of Offer ("DLOF") dated 27th October, 2025;d) Letter of Offer ("LOF") dated 21st January, 2026;2. The IDC members also noted that:<ol style="list-style-type: none">a) The Equity Shares of the Target Company are frequently traded in terms of Regulations 2(1)(j) of the SEBI (SAST) Regulations, 2011.b) The Offer Price is in accordance with Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011.c) The Offer Price of INR 15.00/- (Rupees Fifteen Only) per Equity Share is higher than:<ol style="list-style-type: none">i. negotiated price under the Share Purchase Agreement ("SPA") executed on dated 09th October, 2025, i.e. INR 13.00/- (Rupees Thirteen Only) per Equity Share and higher thanii. the offer price is determined as per Regulation 8(2) of the SEBI (SAST) Regulation, 2011 is higher than the volume-weighted average market price of shares during the period of sixty trading days immediately preceding the date of the PA as traded on the NSE, being only stock exchange where the equity shares of the Target Company are listed, i.e. 13.02/- (Rupees Thirteen and Two Paise Only) per Equity Share. <p>Based on the above, the IDC Members are of the view that the Offer Price of INR 15.00/- (Rupees Fifteen Only) per equity share is in accordance with the parameters prescribed by SEBI (SAST) Regulations, 2011 as amended thereto.</p>
13.	Disclosure of voting pattern of the IDC	The recommendations were unanimously approved by the members of the IDC at the Meeting held on January 27, 2026.
14.	Details of Independent Advisors, if any.	None
15.	Any other matter(s) to be highlighted.	NIL

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company ("TC") under the SEBI (SAST) Regulations ("Takeover Code").

For and on behalf of the Committee of Independent Directors of
AKG Exim Limited

Sd/-

Name: Rakesh Mohan

Chairperson, Committee of Independent Directors (IDC)

DIN: 07352915

Place: Gurgaon

Date: 27-01-2026