## NOTICE OF 08TH ANNUAL GENERAL MEETING

**NOTICE IS TO BE HEREBY GIVEN THAT THE 08TH (EIGHTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF AKIKO GLOBAL SERVICES LIMITED WILL BE HELD ON FRIDAY, 25TH SEPTEMBER, 2026 AT 12:30 PM (IST), THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (VC/ OAVM") TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

**ITEM NO. 01: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

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

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

**ITEM NO. 02: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 AND THE REPORTS OF AUDITORS THEREON.**

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

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2026 and the reports of Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

**ITEM NO. 03: TO RE-APPOINT MR. GURJEET SINGH WALIA (DIN: 07967563) WHO IS LIABLE TO RETIRE BY ROTATION, AS A DIRECTOR OF THE COMPANY AND IN THIS REGARD:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Gurjeet Singh Walia (DIN: 07967563)** who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

**ITEM NO. 04: ADDITION IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** Pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and further subject to the approval of the Registrar of Companies, Delhi-II, and such other regulatory/statutory authorities as may be required, and based on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to alter the existing Clause 3(a) of the Memorandum of Association of the Company by inserting the following new sub-clauses (3) to (6) in the Main Objects Clause, after the existing sub-clause 3(a)(2):

3. *To carry on business of providing management consultancy, advisory, consulting and professional support services to individuals, firms, companies, bodies corporate, institutions, organisations and other entities in relation to business management, strategic planning, corporate management, operational management, financial and commercial planning, process improvement, human resource management, marketing, business development, project management, organisational restructuring, risk management and allied management functions, and to undertake research, analysis, evaluation and implementation of management strategies and solutions.*

4. *To carry on business of providing public relations, corporate communications, media relations, brand communication, reputation management, publicity, promotional and communication services to individuals, firms, companies, bodies corporate, institutions, organisations and other entities, including developing and executing communication strategies, media campaigns, press releases, content and publicity material, coordinating with print, electronic and digital media, managing public and corporate communications, and providing allied public relations and communication consultancy services.*

5. *To carry on business of providing business process outsourcing, call centre, contact centre, customer support, telecalling, telemarketing, technical support, helpdesk, back-office and other outsourced business support services to individuals, firms, companies, bodies corporate, institutions, organisations and other entities, including inbound and outbound calling, customer relationship management, data processing, transaction processing, information support, verification, lead generation and other allied services through telephone, electronic, digital and other communication channels.*

6. *To carry on the business of undertaking, collecting and receiving contractual charges, fees, service charges, commission or other consideration in respect of various activities and services, including activities relating to fund raising, capital raising, regulatory and statutory compliances and other related corporate activities.*

**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies, make necessary applications to authorities, and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution."

**ITEM NO. 05: ADDITION IN OTHER/ANCILLARY OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** Pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and further subject to the approval of the Registrar of Companies, Delhi-II, and such other regulatory/statutory authorities as may be required, and based on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to alter the existing Clause 3(b) of the Memorandum of Association of the Company by inserting the following new sub-clauses (32) in the Main Objects Clause, after the existing sub-clause (31):

32. *To borrow, raise or obtain loans, advances or other financial facilities from banks, NBFCs, financial institutions or other persons, for the purposes of the Company, and to secure the repayment thereof by mortgage, charge, hypothecation or otherwise, subject to such limits as may be approved by the Members of the Company in the Annual General Meeting or Extra-ordinary General Meeting from time to time and in accordance with applicable laws.*

**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies, make necessary applications to authorities, and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution."

**ITEM NO. 06: ADDITION/ALTERATION IN ARTICLE OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT p**ursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and further subject to the approval of the Registrar of Companies, Delhi-II, and such other regulatory/statutory authorities as may be required, and based on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to alter the existing paragraph "Other" of the Articles of Association of the Company by inserting the following new sub-clause (ii) therein, after the existing sub-clause:

ii. *To borrow, raise or obtain loans, advances or other financial facilities from banks, NBFCs, financial institutions or other persons, for the purposes of the Company, and to secure the repayment thereof by mortgage, charge, hypothecation or otherwise, subject to such limits as may be approved by the Members of the Company in the Annual General Meeting or Extra-ordinary General Meeting from time to time and in accordance with applicable laws.*

**RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company of the Company be and is hereby severally authorized to sign and file necessary forms with the Registrar of Companies, make necessary applications to authorities, and to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution."

**ITEM NO. 07: INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE (I.E. CLAUSE V) OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:**

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

**"RESOLVED THAT** Pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from the appropriate authorities, the consent of the Members of the Company be and is hereby accorded for the increase in the Authorised Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crores only), comprising 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, to Rs.13,00,00,000/- (Rupees Thirteen Crores only), comprising 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, ranking pari passu with the existing Equity Shares of the Company in all respects.

**"RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under"

***"V. The Authorised share capital of the Company is Rs.13,00,00,000/- (Rupees Thirteen Crores only), comprising 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of face value Rs. 10/- (Rupees Ten) each."***

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any one of the Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto"

**"RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution."

**ITEM NO. 08: APPOINTMENT/REGULARIZATION OF MR. ANKUR GABA (DIN:08146470) AS A MANAGING DIRECTOR 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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such consent(s), approval(s) and permission(s) as may be necessary, the consent of the Members be and is hereby accorded for the appointment/regularization of Mr. Ankur Gaba (DIN: 08146470 ), by changing his designation from Additional Director to Managing Director of the Company for a period of five (5) years with effect from Wednesday, September 02, 2026, on such terms and conditions as may be mutually agreed with him, including remuneration, with liberty to the Board of Directors to alter, vary or revise the terms and conditions of his appointment and/or remuneration from time to time, as it may deem fit, provided that the remuneration payable to him shall not exceed Rs. 5,00,000 (Rupees Five Lakhs only) per month.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, in the event the Company has no profits or inadequate profits in any financial year during the tenure of Mr. Ankur Gaba (DIN: 08146470) as Managing Director, the Company may pay him remuneration up to Rs. 5,00,000 (Rupees Five Lakhs only) per month, by way of salary, perquisites, incentives, allowances and other benefits, in accordance with Schedule V and other applicable provisions of the Companies Act, 2013. Contributions to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Leave Encashment shall not be included in the computation of the prescribed ceiling.

**RESOLVED FURTHER THAT** any Director of the Company and/or the Company Secretary be and is hereby severally authorised to sign and execute all such documents, deeds, writings and papers, including the letter of appointment, and to file the necessary e-Forms with the Registrar of Companies and other statutory authorities, and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this Resolution."

**ITEM NO. 09: APPROVAL FOR PAYMENT OF REMUNERATION TO MR. GURJEET SINGH WALIA (DIN: 07967563), EXECUTIVE DIRECTOR**

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 Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule V of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Gurjeet Singh Walia (DIN: 07967563), Executive Director of the Company, on such terms and conditions as may be determined by the Board of Directors, provided that the remuneration payable to him shall not exceed INR 5,00,000/- (Rupees Five Lakhs only) per month.

**RESOLVED FURTHER THAT** the extent and scope of salary and perquisites of the Directors of the Company be altered, enhanced, widened, or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions.

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Director.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorised to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

**ITEM NO. 10: TO APPROVE THE INCREASE IN THE MAXIMUM NUMBER OF STOCK OPTIONS UNDER THE “AKIKO EMPLOYEE STOCK OPTION PLAN 2025” AND AMENDMENT THERETO.**

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

**“RESOLVED THAT** Pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions as may be prescribed or imposed by any regulatory authority while granting such approvals, and subject further to all applicable laws, rules, regulations, circulars and notifications issued by the Central Government, Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India and/or any other regulatory authority (hereinafter collectively referred to as the “Regulatory Authorities”), and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to increase the maximum number of stock options under the existing Employee Stock Option Plan titled “Akiko Employee Stock Option Plan 2025” (“Akiko ESOP 2025”) from 3,00,000 (Three Lakhs) options to 6,75,000 (Six Lakh Seventy-Five Thousand) options, by creation of an additional 3,75,000 (Three Lakh Seventy-Five Thousand)options, and to amend the said ESOP Plan accordingly, for the benefit of the eligible employees of the Company and its subsidiary(ies).

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee (the “Committee”) be and is hereby authorised to create, offer, issue and grant up to 6,75,000 (Six Lakh Seventy-Five Thousand) Employee Stock Options to the present and/or future eligible employees of the Company, including employees of its subsidiary(ies), whether in or outside India, as may be determined in accordance with the “Akiko Employee Stock Option Plan 2025” (“Akiko ESOP 2025”), from time to time, in one or more tranches, which shall be exercisable into not more than 6,75,000 (Six Lakh Seventy-Five Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, of the Company, on such terms and conditions, including exercise price, vesting period and other matters, as may be determined by the Committee in accordance with the provisions of the Act, the SEBI (SBEB & SE) Regulations and other applicable laws.

**RESOLVED FURTHER THAT** the Equity Shares so issued and allotted pursuant to the exercise of options shall rank pari-passu in all respects with the existing Equity Shares of the Company, and that any one of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to obtain in-principle approval from the stock exchange and to take all necessary steps for the listing and trading of such Equity Shares.

**RESOLVED FURTHER THAT** in the event of any corporate action(s) such as rights issue, bonus issue, merger, amalgamation, sale of division/undertaking, consolidation or subdivision of equity shares or any other re-organisation of capital, the number of options and/or equity shares under the “Akiko Employee Stock Option Plan 2025” (“Akiko ESOP 2025”) shall be appropriately adjusted in a fair and reasonable manner, in accordance with the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

**RESOLVED FURTHER THAT** Ms. Priyanka Dutta, Managing Director, Mr. Sachin, Company Secretary & Compliance Officer, and/or any other Director or Key Managerial Personnel of the Company be and are hereby severally authorised to give effect to such adjustments and to undertake all necessary actions in this regard, including but not limited to coordination and dealing with Registrar and Share Transfer Agent (RTA), NSDL, CDSL, bankers, stock exchange(s) and any other intermediaries or regulatory authorities, and to sign and execute all such documents, forms, intimations and writings as may be required, and to settle any questions, difficulties or doubts that may arise in this connection.

**RESOLVED FURTHER THAT** a certified true copy of the above resolutions be provided to any concerned person(s) or authority(ies) as may be required, under the signature of any Director or Key Managerial Personnel of the Company.

**ITEM NO. 11 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 modifications, the following resolution(s) as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Companies Act and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), as amended from time to time, and subject to such other rules, regulations, circulars, notifications, guidelines and directions, as may be applicable or issued by any statutory or regulatory authority from time to time, the Memorandum of Association and Articles of Association of Akiko Global Services Limited ("Company"), and subject to such approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed by the concerned statutory or regulatory authorities while granting such approvals, permissions or sanctions, and which may be agreed to by the Board of Directors of the Company ("Board"), the consent of the members of the Company be and is hereby accorded to increase the maximum number of stock options that may be granted under the existing employee stock option scheme titled "Akiko Employee Stock Option Plan 2025" ("Akiko ESOP 2025"), which is applicable to the eligible employees of the Company and its subsidiary companies, from 3,00,000 (Three Lakh) stock options to 6,75,000 (Six Lakh Seventy-Five Thousand) stock options, by creation of an additional 3,75,000 (Three Lakh Seventy-Five Thousand) stock options under the Akiko ESOP 2025, in accordance with the terms and conditions of the Akiko ESOP 2025 and applicable laws.

**RESOLVED FURTHER THAT** the additional stock options so created shall be granted, vested and exercised in accordance with the terms and conditions of the Akiko ESOP 2025 and in such manner and on such terms as may be determined by the Board (or any person authorised by the Board in this regard), in compliance with the applicable provisions of the Companies Act, the SEBI SBEB & SE Regulations and other applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** the salient features and terms of the Akiko ESOP 2025, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and are hereby noted and approved by the members of the Company.

**RESOLVED FURTHER THAT** Ms. Priyanka Dutta, Managing Director, Mr. Sachin, Company Secretary & Compliance Officer, and/or any other Director or Key Managerial Personnel of the Company be and are hereby severally authorised to give effect to such adjustments and to undertake all necessary actions in this regard, including but not limited to coordination and dealing with Registrar and Share Transfer Agent (RTA), NSDL, CDSL, bankers, stock exchange(s) and any other intermediaries or regulatory authorities, and to sign and execute all such documents, forms, intimations and writings as may be required, and to settle any questions, difficulties or doubts that may arise in this connection.

**RESOLVED FURTHER THAT** a certified true copy of the above resolutions be provided to any concerned person(s) or authority(ies) as may be required, under the signature of any Director or Key Managerial Personnel of the Company.

**ITEM NO. 12: AUTHORIZATION FOR PROVIDING INTEREST FREE LOAN TO 'AKIKO ESOP TRUST' ("TRUST") OF "AKIKO EMPLOYEE STOCK OPTION PLAN 2025" THROUGH TRUST ROUTE:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), 67(3)(b) read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the rules notified thereunder, and pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 ("SEBI SBEB Regulations"), as may be modified from time to time read with all the circulars and notifications issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the relevant provisions of the Memorandum of Association and the Articles of Association of Akiko Global Services Limited ("Company"), and such other rules, regulations, circulars and guidelines of any/various statutory/regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), and pursuant to the recommendations of the Nomination and Remuneration Committee ("NRC") and the board of directors of the Company ("Board"), the approval of the shareholders of the Company, be and is hereby accorded to lend an amount not exceeding Rs.1,00,00,000/- (Rupees One Crore Only) to Akiko ESOP Trust' ("Trust") for the purpose of implementation of the Akiko Employee Stock Option Plan 2025" ("Akiko ESOP 2025"), or for any other purpose(s) as contemplated herein or the indenture of trust executed in relation to the Trust and in due compliance with Applicable Laws and authorising the Board (including the NRC) to superintend the Akiko ESOP 2025 on such terms and in such manner, in accordance with the provisions of the applicable laws..

**RESOLVED FURTHER THAT** Subject to the provisions of Section 67 and other applicable provisions of the Companies Act, 2013, the rules made thereunder, the SEBI SBEB Regulations and other Applicable Laws, and pursuant to the recommendations of the NRC and the Board, approval of the shareholders be and is hereby accorded for granting an interest-free loan to the Trust to enable it to subscribe to up to 6,75,000 (Six Lakh Seventy-Five Thousand) fully paid-up Equity Shares of the Company of INR 10 (Indian Rupees Ten only) each, and such other number of Options as may be approved by the Board, NRC and the Members, in one or more tranches, on such terms and conditions as may be determined by the Board for implementation of the ESOP Scheme.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be subscribed by the Trust through fresh issue shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

**RESOLVED FURTHER THAT,** in case the number of Equity Shares to be transferred to the eligible employees are increased on account of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the approval of the shareholders of the Company is accorded to the Trust to acquire such number of additional Equity Shares as may be required in this regard and accordingly the Board / NRC is authorized to make additional provision by way of loan as may be required by the Trust to acquire the said additional Equity Shares.

**RESOLVED FURTHER THAT,** for the purpose of implementing the ESOP Scheme and generally for giving effect to these resolutions, the Board 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 necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the ESOP Scheme, to the extent permissible under SEBI SBEB Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the shareholders of the Company."

**ITEM NO. 13: APPROVAL OF WAIVER FOR RECOVERY OF EXCESS MANAGERIAL REMUNERATION PAID TO MR. GURJEET SINGH WALIA (DIN: 07967563), EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD APRIL 1, 2024 TO MARCH 31, 2026**

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

**"RESOLVED THAT** Pursuant to the provisions of Section 197(10) of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to ratify and waive the recovery of excess remuneration paid to Mr. Gurjeet Singh Walia (DIN: 07967563), Executive Director of the Company, amounting to Rs 32,50,000/- (Rupees Thirty-Two Lakhs Fifty Thousand only) for FY 2024-25 and Rs 33,60,000/- (Rupees Thirty-Three Lakhs Sixty Thousand only) for FY 2025-26, which exceeds the limits prescribed under Section 197(1) of the Act read with Section II(A) of Part II of Schedule V to the Act.

**"RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution."

**ITEM NO. 14: APPROVAL OF WAIVER FOR RECOVERY OF EXCESS MANAGERIAL REMUNERATION PAID TO MS. RICHA ARORA (DIN: 08607677), EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD APRIL 1, 2024 TO MARCH 31, 2026**

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

**"RESOLVED THAT** Pursuant to the provisions of Section 197(10) of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to ratify and waive the recovery of excess remuneration paid to Ms. Richa Arora (DIN: 08607677), Executive Director of the Company, amounting to INR 9,50,000/- (Rupees Nine Lakhs Fifty Thousand only) for FY 2024-25 and INR 10,80,000/- (Rupees Ten Lakhs Eighty Thousand only) for FY 2025-26, which exceeds the limits prescribed under Section 197 of the Act read with Section II(A) of Part II of Schedule V to the Act.

**"RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution."

**ITEM NO. 15: APPROVAL OF WAIVER FOR RECOVERY OF EXCESS MANAGERIAL REMUNERATION PAID TO MR. PUNEET MEHTA (DIN:07965675), NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR THE PERIOD APRIL 1, 2024 TO MARCH 31, 2025**

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

**"RESOLVED THAT** Pursuant to the provisions of Section 197(10) of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to ratify and waive the recovery of excess remuneration paid to Mr. Puneet Mehta (DIN: 07965675), Non-Executive Director of the Company, amounting to Rs. 44,80,000/- (Rupees Forty-Four Lakhs Eighty Thousand only) for FY 2024-25, which exceeds the limits prescribed under Section 197 of the Act read with Section II(A) of Part II of Schedule V to the Act.

**"RESOLVED FURTHER THAT** any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution."

**ITEM NO. 16 TO APPROVE POWER TO BORROW FUNDS PURSUANT TO THE PROVISIONS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013, NOT EXCEEDING RS. 150 CRORES**

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

**"RESOLVED THAT** in supersession of all earlier resolutions passed by the members of the Company in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the relevant regulations/directions as may be prescribed from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company and as per the recommendation of the Board of Directors of the Company, consent of the Members be and is hereby accorded to borrow the funds through any or all of the following modes viz., (a) issuance and allotment of various series/ tranches of Secured Debentures or Unsecured Debentures where the returns are either fixed, floating or linked to the market, (b) term loans or Inter-Corporate Deposits (ICDs) and (c) secured or unsecured borrowing from bank (d) any and all other means of borrowing funds permitted under applicable law, from time to time as it may think fit, any sum or sums of money(ies) which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained will or may exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium, so that the total amount up to which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of **Rs.150 crores (Rupees One Hundred Fifty Crores only).**

**RESOLVED FURTHER THAT** the Board of Directors or such person/s or such committee (by whatever name called), be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security and execute such documents/ deeds/ writings/ papers/ agreements or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.**”**

**ITEM NO. 17 APPROVAL FOR INCREASE IN LIMITS UNDER SECTON 180 (1) (a) OF THE COMPANIES ACT, 2013 FOR CREATING CHARGE ON THE ASSETS OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules made there under and pursuant to the Memorandum of Association and Articles of Association of the Company and in supersession of all the earlier resolutions, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immoveable assets and properties of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, other bodies corporate and trustees for the holders of debentures/ bonds and/or other instruments, to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company or any third party in respect of borrowings availed of from such Lending Agencies of an outstanding aggregate value not exceeding Rs. **150 crores (Rupees One Hundred Fifty Crores Only).”**

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary, proper and fit to give effect to the aforesaid resolution.”

**ITEM NO. 18 APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY PERSON IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED AS SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity, if any, which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs. **150 crores (Rupees One Hundred Fifty Crores Only)** at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

**ITEM NO. 19: APPROVAL TO GIVE LOANS, GUARANTEES, PROVIDE SECURITIES AND MAKE INVESTMENTS, UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board and its powers)Rules, 2014, (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the consent of the members be and is hereby accorded, to give loans to any person or any other body Corporate and/ or give any guarantee or provide security in connection with a loan to any person or any other body Corporate and / or acquire by way of subscription, purchase or otherwise, the securities of anybody corporate up to an aggregate amount not exceeding **Rs. 150 crores (Rupees One Hundred Fifty Crores Only)** notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

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

**Sd/-**
**Sachin**
**Company Secretary & Compliance Officer**

**Date: 02-09-2026**
**Place: New Delhi**

**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. **General instructions for accessing and participating in the 08th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.**

3. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

   In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 08th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on. The proceedings of the AGM deemed to be conducted at **11th Floor, Off. No. 8/4-D, Vishwadeep Building, District Centre Janak Puri, Delhi-110058**

   PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.

   ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding),

   Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose

of ascertaining the quorum under Section 103 of the Companies Act, 2013.

**7.** In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.themoneyfair.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. NSE Limited at www.nseindia.com.

**8.** In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

**9.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.

**10.** SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.

**11.** The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to **accounting@akiko.co.in**

**12.** The Board of Directors of the Company has appointed Mr. Amit Saxena proprietor of M/s Amit Saxena & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

**13. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2026 to Friday, 25th September, 2026(both days inclusive).**

**14.** The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

**15.** The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website **www.themoneyfair.com** and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.

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

The remote e-voting period begins on **Tuesday, 22nd September, 2026 at 09:00 A.M. and ends on Thursday, 24th September, 2026 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. 18th September, 2026**, 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 **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. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting.<br><br>2. 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<br>3. 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" 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.<br>4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| 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.<br>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.<br><br>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.<br>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.com or call at 022 - 4886 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. 1800-21-09911 |

**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.
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<br>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<br>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 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'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically 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 accounting@akiko.co.in 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.

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

4. NSDL official: Ms. Pallavi Mhatre – Deputy Vice President, NSDL

**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 accounting@akiko.co.in

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 accounting@akiko.co.in. 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 /AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the /AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at accounting@akiko.co.in. The same will be replied by the company suitably.

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

**Sd/-**
**Sachin**
**Company Secretary & Compliance Officer**

**Date: 02-09-2026**
**Place: New Delhi**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT 08$^{TH}$ ANNUAL GENERAL MEETING

**As required by Section 102(1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under Item No. 4 to 19, in the accompanying Notice:**

**ITEM NO. 04:**

The existing Main Objects Clause of the Memorandum of Association ("MOA") of the Company sets out the principal objects for which the Company has been incorporated. With a view to broadening and diversifying the scope of its business activities and enabling the Company to undertake additional activities in line with emerging business opportunities, the Board of Directors of the Company has proposed to insert new sub-clauses (3) to (6) in Clause 3(a) of the MOA, after the existing sub-clause 3(a)(2).

The proposed insertion of the aforesaid sub-clauses is intended to enable the Company to undertake and develop additional business activities in the areas of management consultancy and professional support services, public relations and corporate communications, business process outsourcing and allied customer support services, as well as activities relating to contractual charges, fees, service charges, commission or other consideration in connection with various activities and services, including fund raising, capital raising, regulatory and statutory compliances and other related corporate activities.

The proposed amendments will provide the Company with greater flexibility to explore and undertake business opportunities in the aforesaid areas, generate additional sources of revenue and strengthen its overall business operations. The proposed objects are also intended to facilitate the Company in entering into contractual arrangements and providing various services to its clients, customers and other entities, as may be undertaken by the Company from time to time.

The proposed alteration of the MOA is in the interest of the Company and its Members and is expected to contribute towards diversification of the Company's activities and enhancement of its business and revenue potential.

The proposed alteration of the MOA shall be subject to the approval of the Members and such other approvals, permissions and sanctions as may be required from the Registrar of Companies, Delhi-II, Securities and Exchange Board of India and/or any other regulatory or statutory authority, as applicable.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 04 of the accompanying Notice for approval of the Members.

**ITEM NO. 05:**

The Company may, from time to time, require additional funds for meeting its working capital requirements, business operations, expansion, capital expenditure and other general corporate purposes. Accordingly, it is proposed to insert a new sub-clause (32) under Clause 3(b) of the Memorandum of Association of the Company to expressly enable the Company to borrow, raise or obtain loans, advances or other financial facilities from banks, NBFCs, financial institutions or other persons and to secure such borrowings by mortgage, charge, hypothecation or otherwise, subject to applicable laws and such limits as may be approved by the Members.

The proposed alteration will provide the Company with greater flexibility in managing its financial requirements and arranging funds from permissible sources. The proposed amendment does not alter the nature of the principal business activities of the Company.

Pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, alteration of the Memorandum of Association requires approval of the Members by way of a Special Resolution and is subject to the approval of the Registrar of Companies and such other authorities, wherever applicable.

The Board of Directors, in its meeting held on 02nd September, 2026, considered and approved the proposed alteration and recommends the Special Resolution set out at Item No. 05 for approval of the Members.

None of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

A copy of the existing and proposed Memorandum of Association shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting and shall be provided electronically upon request.

The Board of Directors recommends the Special Resolution set out at Item No. 05 of the accompanying Notice for approval of the Members.

**ITEM NO. 06:**

The Company is required to have appropriate enabling provisions in its Articles of Association to facilitate borrowing and raising of funds for meeting its working capital requirements, business operations, expansion, capital expenditure and other general corporate purposes.

Accordingly, it is proposed to alter the existing paragraph **"Other"** of the Articles of Association of the Company by inserting a new sub-clause **(ii)** to specifically provide for the power of the Company to borrow, raise or obtain loans, advances or other financial facilities from banks, NBFCs, financial institutions or other persons and to secure such borrowings by way of mortgage, charge, hypothecation or otherwise, subject to applicable laws and such limits as may be approved by the Members from time to time.

The proposed alteration will provide greater flexibility to the Company in arranging and managing its financial requirements and availing appropriate financing facilities from permissible sources. The proposed amendment is in the interest of the Company and is intended to facilitate its business and financial operations. Pursuant to the provisions of **Sections 5 and 14 of the Companies Act, 2013**, alteration of the Articles of Association requires approval of the Members by way of a **Special Resolution**. The proposed alteration shall also be subject to such approvals, permissions and sanctions as may be required from the Registrar of Companies, Delhi-II and other statutory/regulatory authorities.

The Board of Directors, in its meeting held on 02nd September, 2026, considered and approved the proposed alteration in the Articles of Association and recommends the Special Resolution set out at Item No. 06 for approval of the Members.

A copy of the existing and proposed Articles of Association of the Company shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting and shall also be provided electronically upon request.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 06 for approval of the Members.

**ITEM NO. 07:**

The present Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) comprising 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- each.

With a view to facilitating the future capital requirements of the Company and providing adequate flexibility for raising additional capital, it is proposed to increase the Authorised Share Capital of the Company from Rs. 12,00,00,000/- to Rs. 13,00,00,000/-, by creation of an additional 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- each.

The proposed increase in Authorised Share Capital will enable the Company to issue further Equity Shares, as and when required, for its business requirements and other corporate purposes, subject to applicable laws and requisite approvals.

Consequent upon the increase in the Authorised Share Capital, it is also proposed to alter Clause V of the Memorandum of Association of the Company by substituting the existing Clause V with the revised Clause V as set out in the resolution.

Pursuant to Sections 13, 61(1)(a) and 64 and other applicable provisions of the Companies Act, 2013, the proposed increase in Authorised Share Capital and consequential alteration of the Memorandum of Association require approval of the Members by way of an Ordinary Resolution.

The Board of Directors, at its meeting held on 02nd September, 2026, considered and approved the proposed increase in Authorised Share Capital and consequential alteration of Clause V of the Memorandum of Association and recommends the Ordinary Resolution set out at Item No. 07 for approval of the Members.

A copy of the existing and proposed Memorandum of Association of the Company shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting and shall also be provided electronically upon request.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 07 for approval of the Members.

**ITEM NO. 08:**

Mr. Ankur Gaba (DIN: 08146470) was appointed as an Additional Director in the capacity of Managing Director of the Company with effect from 2nd September, 2026, subject to the approval of the shareholders at the ensuing Annual General Meeting. Considering his experience, knowledge and contribution to the affairs of the Company, the Board of Directors is of the view that his continued association with the Company as Managing Director will be beneficial to the Company.

Accordingly, the Board proposes to change his designation from Additional Director to Managing Director of the Company for a period of five (5) years with effect from 2nd September, 2026, subject to the approval of the Members.

The terms and conditions of his appointment, including remuneration, shall be determined in accordance with the applicable provisions of the Companies Act, 2013 and shall not exceed Rs. 5,00,000/- (Rupees Five Lakhs only) per month. In case of absence or inadequacy of profits, the remuneration shall be paid as minimum remuneration in accordance with the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

The proposed appointment is intended to provide effective leadership and management to the Company and is considered to be in the best interests of the Company.

The appointment and remuneration are subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

The brief profile of Mr. Ankur Gaba, along with other information as required under the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, is provided in Annexure-II forming part of this Notice.

The Board of Directors, at its meeting held on 02nd September, 2026, considered and approved the proposed appointment and recommends the Special Resolution set out at Item No. 08 for approval of the Members.

The bifurcation of the remuneration payable to Mr. Ankur Gaba shall be determined by the Board of Directors from time to time, subject to the overall limit of Rs. 5,00,000/- (Rupees Five Lakhs only) per month, as approved by the Members. Such remuneration shall include salary, allowances, perquisites, commission, performance-linked incentives, if any and other benefits, as may be determined by the Board in accordance with Schedule V and other applicable provisions of the Companies Act, 2013.

Mr. Ankur Gaba is interested in the proposed resolution to the extent of his proposed appointment and remuneration. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 08 for approval of the Members.

**ITEM NO. 09:**

Mr. Gurjeet Singh Walia (DIN: 07967563) is serving as the **Executive Director** of the Company. Considering his experience, knowledge and contribution towards the management and affairs of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers it appropriate to approve the payment of remuneration to him.

Accordingly, the approval of the Members is sought for payment of remuneration to Mr. Gurjeet Singh Walia, as Executive Director, up to a maximum of **Rs. 5,00,000/- (Rupees Five Lakhs only) per month**, for such period and on such terms and conditions as may be determined by the Board of Directors, subject to the provisions of **Sections 196, 197 and 198 read with Schedule V** and other applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The bifurcation of remuneration payable to Mr. Gurjeet Singh Walia shall be determined by the Board of Directors from time to time, within the aforesaid overall limit, and may comprise salary, allowances, perquisites, commission, performance-linked incentives and other benefits, as permissible under applicable law.

In the event of absence or inadequacy of profits in any financial year, the remuneration approved by the Members shall be payable as minimum remuneration, subject to the conditions and limits prescribed under Schedule V to the Companies Act, 2013.

The proposed remuneration is considered appropriate having regard to the responsibilities entrusted to Mr. Gurjeet Singh Walia and his contribution to the Company. The payment of remuneration shall at all times remain subject to the applicable statutory limits and approvals.

The Board of Directors, at its meeting held on 02nd September, 2026, after considering the recommendation of the Nomination and Remuneration Committee, approved the proposed remuneration and recommends the Special Resolution set out at Item No. 10 for approval of the Members.

The **brief profile of Mr. Gurjeet Singh Walia, along with other information as required under the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, is provided in Annexure-I** forming part of this Notice.

Mr. Gurjeet Singh Walia is interested in the proposed resolution to the extent of the remuneration proposed to be paid to him. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 09 for approval of the Members.

**ITEM NO. 10 & 11:**

The Company has implemented the “Akiko Employee Stock Option Plan 2025” (“Akiko ESOP 2025”) for providing stock-based incentives to eligible employees of the Company and its subsidiary(ies), with the objective of attracting, retaining and motivating employees and aligning their interests with the long-term growth and performance of the Company.

Under the existing Akiko ESOP 2025, a maximum of 3,00,000 (Three Lakhs) stock options are available for grant to eligible employees. Considering the Company's future requirements and to provide greater flexibility for employee incentives, it is proposed to increase the maximum number of stock options available under the Plan from 3,00,000 (Three Lakhs) options to 6,75,000 (Six Lakh Seventy-Five Thousand) options, by creating an additional 3,75,000 (Three Lakh Seventy-Five Thousand) stock options.

The proposed increase is intended to enable the Company to continue rewarding and retaining eligible employees and to further align their interests with the long-term objectives of the Company.

Accordingly, the approval of the Members is sought for the proposed increase in the maximum number of stock options and consequential amendment to the Akiko ESOP 2025, in accordance with the applicable provisions of the Companies Act, 2013, SEBI (SBEB & SE) Regulations, 2021 and other applicable laws.

| S. No. | Particulars | Details |
| --- | --- | --- |
| 1 | Brief description of the scheme(s); | The **AKIKO EMPLOYEE STOCKS OPTIONS PLAN *2025 ("the scheme")*** by **Akiko Global Services Limited.** is designed to attract, retain, and motivate employees by offering them an opportunity to participate in the company's growth through equity ownership. The policy outlines the eligibility criteria, vesting schedule procedures for granting and exercising stock options. It specifies the roles of the Board and Compensation Committee (Nomination and Remuneration committee) in managing the plan and addresses treatment of options in scenarios such as resignation, termination, or death. |
| 2 | the total number of options, ~~SARs, shares or benefits,~~ as the case may be, to be offered and granted; | 6,75,000 options |
| 3 | identification of classes of employees entitled to participate and be beneficiaries in the scheme(s); | The Nomination and Remuneration committee share have power to identify the employee and classes of employee to participate and be beneficiaries in the scheme.<br><br>However, the identification is subject to definition of employee as given in the scheme |
| 4 | requirements of vesting and period of vesting; | Option granted under the Plan shall vest not earlier than minimum period of 1 (One) year and not later than maximum period of 3 (Three) years from the date of Grant. The Committee may at its discretion change the Vesting schedule provided that such change is not detrimental in the interest of the Employees<br><br>**Provided that** in case where Options are granted by the Company under the Plan in lieu of Options held by a person under a similar Plan in another company ("Transferor Company") which has merged, demerged, arranged or amalgamated with the Company, the period during which the Options granted by the Transferor Company were held by him shall be adjusted against the minimum Vesting Period as per the Plan.<br><br>**Provided further that** in the event of Death or Permanent Incapacity, the minimum vesting period of One (1) year shall not be applicable and in such instances, the Options shall vest on the date of Death or Permanent Incapacity.<br><br>Vesting of Option would be subject to continued employment with the Company and/or its Subsidiary Company. In addition to this, the Committee may also specify certain performance criteria subject to satisfaction of which the Options would vest.<br><br>As a prerequisite for a valid Vesting, an Option Grantee is |

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| | | required to be in employment or service of the Company on the date of Vesting and must neither be serving his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on such date of Vesting. In case of any disciplinary proceedings against any Option Grantee, the relevant Vesting shall be kept in abeyance until disposal of the proceedings and such Vesting shall be determined accordingly.<br><br>The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place shall be specified in the letter issued to the Option Grantee at the time of Grant, if any.<br><br>**Vesting of Options in case of Employees on long leave:** The period of leave shall not be considered in determining the Vesting Period in the event the Employee is on a sabbatical. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the Committee. |
| 5 | maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options ~~/ SARs / benefits~~ shall be vested; | 3 Years from the date of grant of options |
| 6 | exercise price, ~~SAR price, purchase price or pricing formula;~~ | The Exercise Price shall be determined by the Committee at its sole discretion which shall not be less than the face value of the Share as on date of Grant of such Option. The specific Exercise Price shall be intimated to the Option Grantee in the grant letter at the time of Grant.<br><br>Payment of the Exercise Price shall be made by a crossed cheque, Electronic Fund Transfers, or a demand draft drawn in favour of the Company or in such other mode and manner as the Committee may decide from time to time. |
| 7 | exercise period/offer period and process of exercise/acceptance of offer; | **a) Exercise while in employment**<br><br>The Exercise Period in respect of the Vested Option shall be subject to a maximum period of 3 (Three) years from the date of Vesting of Options.<br><br>**b) Exercise in case of separation from employment:**<br><br>Subject to maximum Exercise Period stated above, the Vested Options can be exercised as under: |

| | | | S. No. | Events of Separation | Vested Options | Un-vested Options |
|---|---|---|---|---|---|---|
| | | | 1. | Resignation / termination (other than due to Misconduct) | All the Vested Options as on the date of submission of resignation/ date of termination shall be exercisable by Option Grantee on or before the **last working day** in the Company or before the expiry of the Exercise period, whichever is earlier. | All the Un-Vested Options as on the date of submission of resignation/ date of termination shall stand cancelled with effect from date of such resignation and termination |
| | | | 2. | Termination due to misconduct | All the Vested Options as on the date of date of such termination shall stand cancelled with effect from date of such termination | All the Un-vested Options as on the date of date of such termination shall stand cancelled with effect from date of such termination |
| | | | 3. | Retirement | All the Vested Options as on the date retirement can be exercisable by Option Grantee on or before the **last working day** in the Company or | All the Un-vested Options as on the date retirement granted to the Option Grantee would **continue to vest** in accordance with original |

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| | | | | | before the expiry of the Exercise period, whichever is earlier. | vesting schedule even after retirement unless otherwise determine by the committee in accordance with the company's policies and applicable Laws. |
| | | | 4. | Death | All Vested Options may be exercised by the Option Grantee's nominee or with legal heir immediately after, but in no event later than 12 (Twelve) months from the date of Death of Option Grantee. | All the Unvested Options as on date of Death shall vest immediately with effect from the date of his/her Death to the Option Grantee's nominee or legal heir and can be exercised in same manner as defined for vested options. |
| | | | 5. | Permanent Incapacity | All Vested Options may be exercised by the Option immediately after, but in no event later than 12 (Twelve) months from the date of such incapacity of Option | All the Un-vested Options shall stand cancelled with effect form the date of such incapacity |

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| | | Grantee. | |
| 6 | Abandonment of employment | All the vested Options shall stand cancelled with effect from such date as determined by the Committee | All the Un-vested Options shall stand cancelled with effect from such date as determined by the Committee |
| 7 | Termination | The committee shall decide whether the vested options as on that date can be exercised by option grantee or not, and such decision shall final. | All unvested option on the date of such termination shall stand cancelled unless otherwise required by applicable laws. |

The Options shall be deemed to have been exercised when an Employee makes an application in writing to the Company or by any other means as decided by the Committee, for the issue of Shares against the Options vested in him, subject to payment of Exercise Price and compliance of other requisite conditions of Exercise.

The Options not exercised within the Exercise Period shall lapse and the Employee shall have no right over such lapsed or cancelled Options.

Where the employee does not exercise option which have been granted to him/her within the exercise period. The Company will refund all such amount which have been taken form the employee, during the time of granting the option subject to the clause 9.2(b) and confirmation of the Committee.

the Employee shall have the right to Exercise all the Options vested in him at one time or at various points of time within the Exercise Period as they deem fit

**Lapse of options:** The Options not exercised within the respective Exercise Periods prescribed in Sub-clauses of

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| | | Clause 8 shall lapse and be deemed to cancelled on expiry of such Exercise Period. The Option Grantee shall have no right or recourse over such lapsed/ cancelled Options. |
| 8 | the appraisal process for determining the eligibility of employees for the scheme(s); | Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time. |
| 9 | maximum number of options, ~~SARs, shares, as the case may be,~~ to be offered and issued per employee and in aggregate, if any; | Aggregate of 675000 options will be offered to employees depending upon their performance<br><br>Further, Number of option offer to per employee will be determined by Nomination and Remuneration committee |
| 10 | maximum quantum of benefits to be provided per employee under a scheme(s); | All Shares allotted on exercise of Options will rank pari-passu with all other equity shares of the Company for the time being in issue and shall be subject to the Articles. As a registered shareholder, the Option Grantee will be entitled to all the benefits, which may accrue to him such as dividends, bonus, rights etc. |
| 11 | whether the scheme(s) is to be implemented and administered directly by the company or through a trust; | The scheme is implemented and administered through Trust namely "Akiko Employee Stock Option Trust" |
| 12 | whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both; | The scheme is only involving new issue of shares |
| 13 | the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.; | The Trust may be funded by the Settlor by way of interest-free loans or any other form of financial assistance (including donations, contributions, grants, gifts, endowments, etc.) as may be determined by the Settlor, or by way of a loan or other form financial assistance from other Persons, or in any combination thereof, in accordance with Applicable Laws.<br><br>The tenure, repayment terms, and utilization of the funds shall be in accordance with the provisions of the Trust Deed and as may be determined by the Board of Directors of the Company from time to time. |
| 14 | maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s); | Not applicable |
| 15 | a statement to the effect that the company shall conform to the accounting policies specified in regulation 15 & Accounting Standards | The Company will follow and comply with Indian Accounting Standard (Ind AS) 102 - share-based payment and/ or any other applicable accounting standards as may be prescribed by the Central Government in terms of the Act and rules made thereunder, including the disclosure requirements prescribed therein in compliance with |

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| | | Regulation 15 of the SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws. |
| 16 | the method which the company shall use to value its options or SARs; | The Company shall follow 'fair valuation method' for valuation of Options as prescribed under Ind AS 102 on share-based payment or any accounting standard/ guidance note, as applicable, notified by the competent authorities from time to time. |
| 17 | the following statement, if applicable: | |
| | 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'; | Not applicable |
| 18 | period of lock-in. | The shares arising out of Exercise of Vested Options shall not be subject to any lock-in period from the date of allotment of such shares under the Plan.<br><br>Provided that the Shares allotted on such Exercise cannot be sold for such further period or intermittently as required under the terms of Code of Conduct for Prevention of Insider Trading of the Company framed under Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015. |
| 19 | Terms & conditions for buyback, if any, of specified securities covered under these regulations. | The current proposal doesn't contemplate any change in this respect. |

The details required in the explanatory statement for the provision of such money, under section 67 of the Companies Act read with Rule 16 of the Share Capital and Debentures Rules, as amended, are as follows:

1. **The class of employees for whose benefit the ESOP Plans are being implemented and money is being provided for purchase of or subscription to shares:**

   The class of employees for whose benefit the ESOP Plans are being implemented are provided under the Akiko Employee Stocks Options Plan 2025.

2. **The particulars of the trustee or employees in whose favour such shares are to be registered:**

   As mentioned in clause 3 below.

3. **The particulars of the trust and name, address, occupation and nationality of trustees and their relationship with the promoters / promoter group, directors or key managerial personnel, if any:**

   a) **Name and address of the irrevocable Trust:**

   **AKIKO EMPLOYEE STOCK OPTION TRUST**
   Add: 11th Floor, Off. No. 8/4-D, Vishwadeep Building,
   District Centre Janak Puri, Delhi-110058

   b) **Details of the trustees:**

   I. **Mrs. Jyoti Verma, (PAN: ASAPV0877E)**, Daughter of Mr. Satish Verma, Age 33 Years, Residing at B-4, Vipin Garden, Uttam Nagar, PO: D.K. Mohan Garden, Delhi-110059 **(First Trustee)**

   II. **Mrs. Bhoomika Arora, (PAN: AHPXA8619H)**, Daughter of Mr. Bhagwan Dass Khurana, Age 46 Years, Residing at GG-1/138C, PVR Road, Vikas Puri, Delhi-110018 **(Second Trustee)**

4. **Any interest of key managerial personnel, directors or promoters in ESOP Plans or trust and effect thereof:**

   None of the promoters, key managerial personnel and directors are interested in the ESOP Plans except that the key managerial personnel / director(s) may deem to be interested in the ESOP Plans to the extent of stock options as may be granted to them and to the extent of their shareholding in the Company.

5. **The detailed particulars of benefits which will accrue to the employees from the implementation of the ESOP Plans:**

   Upon exercise of stock options, the eligible employees, will be entitled to receive equity shares of the Company, in accordance with the ESOP Plans, subject to the provisions of the Companies Act, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and such other laws as may be applicable.

6. **The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the ESOP Plans would be exercised:**

   Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 provide that the trustee of a trust governed under the SEBI SBEB & SE Regulations, shall not vote in respect of the shares held by the trust, so as to avoid any misuse arising out of exercising such voting rights. In line with these requirements, neither the Trust nor any of its trustees will exercise voting rights in respect of the shares of the Company held by the ESOP Trust.

The Resolutions contained at Items No. 1 and 2 seek to obtain the approval of members of the Company by way of special resolution, for authorizing the Board to amend the ESOP Plans and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the amendment of the ESOP Plans.

A draft of the ESOP Plans with the proposed amendments shall be available at the registered office of the Company, for inspection during business hours of the Company from September 03, 2026 up to the September 18, 2026.

Pursuant to Section 102 of the Companies Act, the Board do hereby confirm that none of the directors and key managerial personnel (as defined under the Companies Act) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent they are granted any employee stock options under the ESOP Plans, in accordance with the applicable law.

**ITEM NO. 12**

The Company has instituted an employee stock option scheme titled **"Akiko Employee Stock Option Plan 2025" ("Akiko ESOP 2025" or "Scheme")** for providing stock-based incentives to eligible employees of the Company and its subsidiary companies, with the objective of attracting, retaining and motivating employees and aligning their interests with the long-term growth of the Company.

The Company proposes to implement the Akiko ESOP 2025 through the **trust route**, wherein **Akiko ESOP Trust ("Trust")** shall acquire/subscribe to equity shares of the Company for the purpose of implementing the Scheme and facilitating the grant and exercise of stock options by eligible employees. Pursuant to **Section 67(3)(b) read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014**, and the applicable provisions of the **SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations")**, the Company is required to obtain the approval of its members by way of a Special Resolution for providing financial assistance by way of loan to the Trust for acquisition/subscription of its own shares for implementation of the Scheme.

Accordingly, approval of the members is sought for providing an **interest-free loan of up to ₹1,00,00,000/- (Rupees One Crore only)** to the Trust, in one or more tranches, for implementation of the Akiko ESOP 2025, including acquisition/subscription of equity shares of the Company, subject to the terms of the Scheme, Trust Deed and Applicable Laws.

The Company has also proposed to increase the maximum number of stock options under the Akiko ESOP 2025 from **3,00,000 (Three Lakh) to 6,75,000 (Six Lakh Seventy-Five Thousand)** stock options. Accordingly, the Trust may acquire/subscribe to such number of equity shares as may be required for implementation of the Scheme, subject to the limits prescribed under Applicable Laws.
In case of any corporate action(s), including bonus issue, rights issue, stock split, consolidation, merger, demerger or other reorganisation, the number of equity shares required to be acquired by the Trust may be appropriately adjusted in accordance with the SEBI SBEB Regulations to ensure fair and reasonable adjustment of the benefits available to eligible employees. Any additional financial assistance required in this regard shall be provided subject to the applicable statutory limits and approvals, wherever required.

The proposed loan shall be utilised solely for the purposes of implementation of the Akiko ESOP 2025 and shall be administered in accordance with the Scheme, Trust Deed, the Act, SEBI SBEB Regulations and other Applicable Laws.

The Board, based on the recommendation of the **Nomination and Remuneration Committee ("NRC")**, is of the view that implementation of the Scheme through the Trust route and providing the proposed interest-free loan will facilitate effective implementation of the Scheme and enable the Company to attract, retain and motivate eligible employees.

Accordingly, the approval of the members is sought by way of a **Special Resolution** for providing the aforesaid interest-free loan to the Trust and authorising the Board/NRC to take all necessary actions for implementation of the Akiko ESOP 2025.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, and/or their participation as eligible employees under the Scheme, as may be applicable.

The Board recommends the Special Resolution set out at **Item No. 12** of the accompanying Notice for approval of the members.

**ITEM NO. 13 TO 15**

The members are informed that during the financial year 2024–25 and 2025-26, the Company paid managerial remuneration to certain Directors in excess of the limits prescribed under Section 197(1) of the Companies Act, 2013 ("the Act"), read with Section II(A) of Part II of Schedule V to the Act, due to inadequacy of profits as mentioned in the resolution.

As per the provisions of Section 197(9) of the Act, where any Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the prescribed limits, such excess remuneration is required to be refunded to the Company and, until such sum is refunded. However, pursuant to Section 197(10) of the Act, the Company may waive the recovery of such excess remuneration with the approval of the shareholders by way of a special resolution.

The Nomination and Remuneration Committee, after considering the roles, responsibilities, and contributions of the concerned Directors, and taking into account the overall performance of the Company, has recommended the waiver of recovery of the excess remuneration paid to the Directors. The Board of Directors, based on such recommendation and considering the business requirements and continued efforts of the Directors, has approved and recommended the same for the approval of the shareholders.

The statement containing the requisite details as required under Schedule V to the Act forms part of this Notice and is provided below.

The Board is of the opinion that the payment of such remuneration was justified considering the experience, expertise, responsibilities handled, and the contributions made by the aforesaid Directors towards the growth and operations of the Company.

Accordingly, approval of the members is sought by way of a Special Resolution for waiver of recovery of the aforesaid excess remuneration.

None of the Directors, Key Managerial Personnel, or their relatives, except the Directors concerned (to the extent of remuneration received by them), are in any way concerned or interested, financially or otherwise.

The Board recommends the Special Resolution set out at Item No. 13 to 15 for approval of the members.

**I. General Information**

| **S. No** | **Particulars of Information Required** | |
|---|---|---|
| 1. | Nature of industry | The Company act as DSA to the various Banks and NBFC |
| 2. | Date or expected date of commencement of commercial production | The Company started its commercial operations in the year 2018. |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable |

| | | |
|---|---|---|
| 4. | Financial performance based on given indicators | <table><tr><th>Particulars</th><th>2025-26 (In Lakhs)</th><th>2024-25 (In Lakhs)</th><th>2023-24 (In Lakhs)</th></tr><tr><td>Turnover</td><td>12,239.24</td><td>6,345.13</td><td>3219.93</td></tr><tr><td>Net profit/ (loss) before Tax</td><td>1,519.92</td><td>805.37</td><td>509.52</td></tr><tr><td>Net profit /(loss) after Tax</td><td>1,128.69</td><td>595.87</td><td>375.45</td></tr></table> |
| | Foreign investments or collaborations, if any. | NA |

**II. Information about Director of the Company/ Information about the appointee:**

| S. No | Particulars of Information Required | Mr. Gurjeet Singh Walia | Ms. Richa Arora | Mr. Puneet Mehta |
|---|---|---|---|---|
| 1. | Background details | Mr. Gurjeet Singh Walia Is the Executive Director of the Company | Ms. Richa Arora is the Executive Director of the Company | Mr. Puneet Mehta was the Non-Executive Director of the Company |
| 2 | Past remuneration | Rs.35,00,000/-per annum for FY 2024–25 and Rs. 36,00,000/- per annum for FY 2025–26. | Rs.12,00,000/-per annum for both the FY 2024–25 and FY 2025–26. | Rs.46,00,000/-per annum for FY 2024–25 and Rs. 4,00,000/- per annum for FY 2025–26. |
| 3 | Remuneration liable to waive off | Rs. 33,80,000 for FY 2024–25 and Rs. 33,60,000 for FY 2025–26. | Rs. 9,50,000 for FY 2024–25 and Rs. 10,80,000 for FY 2025–26. | Rs. 44,80,000 for FY 2024-25 |
| 4 | Job profile and his/her suitability | Mr. Gurjeet Singh Walia. He has 14 years of experience in managing both for-profit and nonprofit organizations, he has experience in developing strategic and business plans, has thorough knowledge of market changes and forces that influence the company, Strong understanding of corporate finance and measures of performance and is Familiar with corporate law and management best | Ms. Richa Arora has an experience of 14 years as Board of Director who prioritizes results, is self-driven and resourceful and has a track record of building management teams to increase productivity and profitability. experienced in developing all business areas to make it a vibrant and forward-thinking corporation. able to build profitable and long-lasting connections with stakeholders around the globe while having | Mr. Puneet Mehta is A results driven, self-motivated and resourceful managing director with proven ability to develop and strengthen management teams in order to maximize company profitability and efficiency. Experienced leading and growing all sectors of a business to |

| | | | | |
|---|---|---|---|---|
| | | practices and has Excellent organizational, leadership, communication, interpersonal and presentation skills. | exceptional communication abilities. She has performed a variety of high-level administrative tasks, which include budget preparation, travel arrangements and meeting, scheduling, and reporting and tracking information for senior management. | make it a dynamic and progressive organization. Possessing excellent communication skills and able to establish sustainable and profitable relationships with customers, suppliers and stakeholders across the world. |
| 5 | Financial performance based on given indicators | The Company recorded revenue from operations of Rs. 12,239.24/- Lakhs and a Profit After Tax of Rs. 1,128.69/-Lakhs during the financial year ended 31st March, 2026. The overall financial performance remained very good. | | |
| 6 | Remuneration proposed | Rs. 5,00,000/- Per Month | Not applicable | Not applicable |
| 7 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into account the turnover of the Company and the experience and responsibilities of the said Directors, the excess remuneration being paid to them is reasonable and is in line with remuneration prevailing in the industry. | | |
| 8 | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel 15[or another director], if any. | Please refer to the financial statements for details regarding any pecuniary relationship, whether directly or indirectly, with the Company. Further, there is no relationship with any of the existing Key Managerial Personnel (KMP) of the Company. | Please refer to the financial statements for details regarding any pecuniary relationship, whether directly or indirectly, with the Company. Further, there is no relationship with any of the existing Key Managerial Personnel (KMP) of the Company. | Please refer to the financial statements for details regarding any pecuniary relationship, whether directly or indirectly, with the Company. Further, there is no relationship with any of the existing Key Managerial Personnel (KMP) of the Company. |

**III. Information about Managing and other Director of the Company**

| **S. No** | **Particulars of Information Required** | |
|---|---|---|

| | | |
|---|---|---|
| 1. | Reasons of loss or inadequate profits | Although the Company is profitable, the remuneration proposed to be paid to the Director exceeds the permissible ceiling prescribed under Section 197 read with Section 198 of the Companies Act, 2013, particularly the applicable limit of 1% of net profits where the Company has a Managing Director/Whole-time Director/Manager.<br><br>Accordingly, approval of the Members is being sought for payment of the proposed remuneration in accordance with the applicable provisions of Schedule V to the Companies Act, 2013. |
| 2 | Steps taken or proposed to be taken for improvement | The Company has taken various measures to strengthen its business operations and improve overall financial performance. As a result, the Company has recorded an increase in its overall turnover and profitability during the relevant period. The Company will continue to focus on business expansion, operational efficiency, cost optimisation and effective utilisation of resources to sustain the growth momentum and further enhance its profitability in the coming years. |
| 3 | Expected increase in productivity and profits in measurable terms | The Company has demonstrated improvement in its financial performance through an increase in overall turnover and profitability. Going forward, the Company expects to achieve continued growth in turnover and profitability, supported by business expansion, improved operational efficiency, cost optimisation and better utilisation of resources. The Company expects its productivity and profitability to improve progressively in the coming financial years, subject to prevailing business and market conditions. |

**ITEM NO. 16**

The Company, in the ordinary course of its business, may require additional funds from time to time for meeting its working capital requirements, capital expenditure, business expansion, general corporate purposes and other operational requirements. To facilitate the same and ensure adequate financial flexibility, it may be necessary for the Company to avail funds through loans, borrowings, issuance of debentures, Inter-Corporate Deposits (ICDs), borrowings from banks and other permissible sources.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors is required to obtain the prior approval of the Members by way of a Special Resolution where the aggregate borrowings of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of its paid-up share capital, free reserves and securities premium account.

Accordingly, it is proposed to obtain the approval of the Members to authorize the Board of Directors to borrow funds, from time to time, through issuance of secured or unsecured debentures, term loans, Inter-Corporate Deposits, secured or unsecured loans from banks and other permissible modes, such that the total outstanding borrowings of the Company at any time shall not exceed Rs. 150 Crores (Rupees One Hundred Fifty Crores only).

The proposed borrowing limit will provide the Company with the necessary flexibility to meet its financial requirements and support its business operations and growth plans in an efficient and timely manner.

The Board of Directors recommends the passing of the proposed Special Resolution as set out at Item No. 16 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

**ITEM NO. 17**

The Company, in order to meet its working capital requirements, capital expenditure, business expansion, general corporate purposes and other financial requirements, may be required to avail various financial facilities and borrowings from banks, financial institutions, investment institutions and other lending agencies.

For securing such borrowings and financial facilities, the Company may be required to create mortgage, pledge, charge, hypothecation or any other security interest over its movable and/or immovable assets and properties, both present and future, including, where applicable, the whole or substantially the whole of the undertaking of the Company.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors is required to obtain the prior approval of the Members by way of a Special Resolution for creating security over the whole or substantially the whole of the undertaking of the Company.

Accordingly, it is proposed to obtain the approval of the Members to authorize the Board of Directors to create mortgage, pledge, charge, hypothecation and/or any other security interest over the movable and/or immovable assets and properties of the Company, both present and future, in favour of banks, financial institutions, lending agencies, trustees for debenture/bond holders and other permissible entities, for securing borrowings and other financial facilities.

The proposed authority shall be subject to an aggregate outstanding amount not exceeding Rs. 150 Crores (Rupees One Hundred Fifty Crores only) and will provide the Company with the flexibility to secure its borrowings and financial arrangements as and when required for its business and operational needs.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the passing of the proposed Special Resolution as set out at Item No. 17 of the Notice for approval of the Members.

**ITEM NO. 18**

The Company, in the course of its business, may be required to provide financial assistance in the form of loans, guarantees and/or securities to its Subsidiary Companies, Associate Companies, Joint Ventures, group entities or other entities/persons in which any Director of the Company is interested, subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Section 185 of the Companies Act, 2013, the Company may provide loans, guarantees or securities in connection with loans availed by such entities/persons, subject to the approval of the Members by way of a Special Resolution and fulfilment of the prescribed conditions.

Accordingly, approval of the Members is sought to authorize the Board of Directors to provide loans, including loans represented by book debt, and/or guarantees and/or securities in connection with loans availed or to be availed by the Subsidiaries, Associates, Joint Ventures, group entities or any other person in whom any Director of the Company is interested, up to an aggregate amount not exceeding **Rs. 150 Crores (Rupees One Hundred Fifty Crores only)** at any point in time.

The proposed authorization will enable the Company to extend financial support to its group entities and other eligible entities/persons, as and when required, for their business operations, working capital requirements, expansion and other legitimate business purposes, while enabling the Company to protect and further its business interests.

The Board of Directors, after considering the business requirements and the overall interest of the Company, is of the view that the proposed resolution is in the best interest of the Company and accordingly recommends the passing of the proposed **Special Resolution** as set out at Item No. 18 of the Notice.

The relevant documents, if any, referred to in the proposed resolution are available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the ensuing General Meeting.

Except for the Directors who may be interested in any of the Entities covered under the proposed resolution, to the extent of their respective interest, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

**ITEM NO. 19**

The Company, in the course of its business and for promoting its business interests, may be required to provide financial assistance to other persons and body corporates by way of loans, guarantees, securities and/or investments in securities from time to time.

Section 186 of the Companies Act, 2013, prescribes certain limits for making investments, granting loans, giving guarantees or providing securities. Where the aggregate of such loans, guarantees, securities and investments exceeds the limits prescribed under the said Section, prior approval of the Members by way of a Special Resolution is required.

Accordingly, approval of the Members is sought to authorize the Board of Directors to grant loans to any person or body corporate, give guarantees or provide securities in connection with loans, and/or make investments by way of subscription, purchase or otherwise in the securities of any body corporate, up to an aggregate amount not exceeding Rs. 150 Crores (Rupees One Hundred Fifty Crores only), notwithstanding that such amount may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

The proposed authorization will enable the Company to deploy its surplus funds efficiently, provide financial support to its business associates and group entities, wherever considered appropriate, and make strategic investments in furtherance of the Company’s business objectives and interests.

The Board of Directors, after considering the present and future financial requirements and business plans of the Company, is of the view that the proposed resolution is in the best interest of the Company and accordingly recommends the passing of the proposed Special Resolution as set out at Item No. 19 of the Notice.

The relevant documents, if any, relating to the proposed resolution shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the ensuing General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

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

**Sd/-**
**Sachin**
**Company Secretary & Compliance Officer**

**Date: 02-09-2026**
**Place: New Delhi**


Add:11th Floor, OfficeNo-8/4-D, Vishwadeep Building,District Centre,Janakpuri,NewDelhi-110058
ContactNo:011-40104241 Email:support@akiko.com CIN No:L74999DL2018PLC335272
Website: www.themoneyfair.com

**ANNEXURE-I**

**NOTICE OF AGM**

**Additional Information of Director seeking appointment/re-appointment at the Eighth (8th) Annual General Meeting (AGM) (Item no. 3)**

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

| | |
|---|---|
| Name of the Director | Mr. Gurjeet Singh Walia |
| Director Identification Number (DIN) | 07967563 |
| Designation/category of the Director | Director |
| Age | 47 years |
| Date of Birth | 19/10/1979 |
| Nationality | Indian |
| Date of First appointment on the Board | 01/05/2020 |
| Educational Qualifications | Graduate |
| Brief Profile | Mr. Gurjeet Singh Walia, has 14 years of experience in managing both for-profit and nonprofit organizations, he has experience in developing strategic and business plans, has thorough knowledge of market changes and forces that influence the company, Strong understanding of corporate finance and measures of performance and is Familiar with corporate law and management best practices and has Excellent organizational, leadership, communication, interpersonal and presentation skills. |
| Terms and Conditions of Appointment /Reappointment | As mutually agreed |
| Remuneration last drawn<br>(including sitting fees, if any) | 36 lakhs |
| Shareholding in the Company as on date of notice | 1976080 |
| Number of meetings of the Board attended during the year (2025-26) | 7 |
| Directorship/Membership/ Chairmanship of Committees | 1. Salhydrau Industries Private Limited<br>2. GWPM Realtors And Desvelopers Private Limited<br>3. Final Act Productions Private Limited |
| Listed entities from which the person has resigned in the past three years | Nil |
| The Justification for choosing the appointees for appointment as Independent Directors | - |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2026 | Nil |
| Relationship with Other Directors | NA |

**ANNEXURE-II**

**NOTICE OF AGM**

**Additional Information of Director seeking appointment/re-appointment at the Eighth (8th) Annual General Meeting (AGM) (Item no. 3)**

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

| | |
|---|---|
| Name of the Director | **Mr. Ankur Gaba** |
| Director Identification Number (DIN) | (DIN: 08146470) |
| Designation/category of the Director | Additional Director (Designated as Managing Director) |
| Age | 43 |
| Date of Birth | 25/05/1983 |
| Nationality | Indian |
| Date of First appointment on the Board | 02-09-2026 |
| Educational Qualifications | Graduate |
| Brief Profile | **Mr. Ankur Gaba** is an entrepreneur with over 20 years of experience in India's financial services industry. Built Akiko from a traditional financial distribution business into one of India's fastest-growing profitable fintech-enabled platforms. Leading the Company's vision of creating an integrated consumer financial ecosystem through AkikoPay while driving sustainable growth and long-term shareholder value. |
| Terms and Conditions of Appointment /Reappointment | As mutually agreed |
| Remuneration last drawn (including sitting fees, if any) | Mr. Ankur Gaba did not draw any remuneration in his capacity as a Director of the Company. However, he received a salary of INR 18,00,000 per annum in his capacity of Business head of the Company. |
| Shareholding in the Company as on date of notice | 1485256 |
| Number of meetings of the Board attended during the year (2025-26) | NA |
| Directorship/Membership/ Chairmanship of Committees | Nil |
| Listed entities from which the person has resigned in the past three years | Nil |
| The Justification for choosing the appointees for appointment as Independent Directors | NA |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2026 | Nil |
| Relationship with Other Directors | He is the brother of Ms. Priyanka Dutta |