Date: 31.08.2020

Dear Member

You are cordially invited to attend the 11th Annual General Meeting of the members of AKM Lace and Embrotex Limited ("the Company") to be held on Monday, 28th September, 2020 at 09:00 A.M. at 314, R.G. Mall, Sector-9, Rohini, Delhi-110085

The Notice of the meeting, containing the business to be transacted, is enclosed herewith, As per Section 108 of the Companies Act, 2013, read with the related Rules and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for E-voting are enclosed herewith.

Roshan Jha (Company Secretary)

Enclosures:

- 1. Notice of the Eleventh Annual General Meeting
- 2. Proxy Form
- 3. Attendance Slip
- 4. Instructions for E-voting

NOTICE

NOTICE is hereby given that the **Eleventh Annual General Meeting** of **AKM Lace and Embrotex Limited** will be held on **Monday, 28**th **September, 2020** at **09:00 A.M.** at **314, R.G. Mall, Sector-9, Rohini, Delhi-110085** to transact the following business:

Ordinary Business:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the audited financial statements of the company for the year ended March 31, 2020 i.e. Balance Sheet as on March 31, 2020, the Statement of Profit and Loss Account, Cash Flow Statement for the year ended on March 31, 2020 along with the reports of the Board of Directors ('the Board') and the Auditors thereon.

2. Re-Appointment of Mr. Anoop Kumar Mangal as Managing Director, whose office liable to retire by rotation

To re-appoint Mr. Anoop Kumar Mangal, (DIN: 02816077), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

By the Order of the Board of Directors For AKM Lace and Embrotex Limited

Sd/Place: New Delhi
Roshan Jha
Date: 31.08.2020
Company Secretary

Notes:

1. Proxy/Authorized Representative

i. A member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself and such proxy need not be a member of the company. The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the company, not less than forty-eight (48) hours before the commencement of the Annual General Meeting ("AGM"). Proxy Form is enclosed with the Notice. Members are requested to note that a person can act as proxy on behalf of the members not exceeding 50 (Fifty) and holding in aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten (10) percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

- **ii.** Corporate Members intending to send their Authorized Representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
- **iii.** Members/Proxies/Authorized Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- **iv.** In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

2. Book Closure

Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2020 to 28th September, 2020 (both days inclusive) for the purpose of AGM.

3. <u>Cut- off Date</u>

- i. This Notice is being sent to all the members whose name appears as on 28th August, 2020 in the register of members or beneficial owners as received from **M/s Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent** of the Company.
- ii. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on 21st September, 2020 (the "Cut-off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

5. <u>Communication to Members</u>

- i. The Notice of the AGM along with the Attendance Slip and Proxy Form, and a Copy of Annual Report are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same and also to the Auditors and Directors of the Company. For members who have not registered their email addresses, physical copies of the abridged Annual Report along with aforesaid documents are being sent by the permitted mode.
- **ii.** Abridged and full version of the Annual Report and notice of AGM will also be available on the website of the Company i.e. the web link of the above is http:// www.akmlace.com/investor.php and at the website of NSDL. Hard copies of the full annual reports will be sent to those shareholders who will request the same.
- iii. All the documents referred to in the accompanying notice and Register of Directors and Key Managerial Personnel and their Shareholding will be open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
- iv. In case you have any query relating to the enclosed annual accounts you are requested to send the same to the Company Secretary at the Registered office of the Company or on E-mail Id "akmlace@gmail.com", at least 10 days before the date of AGM so as to enable the management to keep the information ready.
- v. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/serve notice(s)/document(s)/Annual Report(s) etc, to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
 - 6. The voting for the agenda items as mentioned in the Notice shall be done in the following manner:
- i. Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below during the e-voting period as mentioned below in Para 6(A)(I).
- **ii.** At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- iii. A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

(A) Voting Through Electronic Means

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility of Remote E-voting to all its Members, to enable them to cast their votes on all

resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through e-voting. Remote E-voting is optional and not mandatory.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing Remote E-voting facility to all its Members.

The instructions for shareholders voting electronically are as under:

The voting period begins on 25th September, 2020 at 09:00 A.M. and ends on 27th September, 2020 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2020 may cast their vote electronically.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

- 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 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below:
- a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12******).
- b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12********************************).
- c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- 5. Your password details are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
- . If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

- 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.
- 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.

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of the Company.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. 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.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

(II) Voting Through Ballot Paper

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM i.e. Monday, 28th September, 2020. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers.

The Ballot Paper/s will be issued to the Shareholders/Proxy holders/Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (3) against "FOR" or "AGAINST" as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

7. <u>Scrutiniz</u>er

i. Mr. Manish Kumar, Company Secretary in practice (Membership No. A43111, COP. 15931) having consented to act as a scrutinizer has been appointed as scrutinizer ("Scrutinizer") for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.

ii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not exceeding two days from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

8. <u>Declaration of Results</u>

Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations. The results declared along with the Scrutinizer's Report, will be posted on the website of the Company at http://www.akmlace.com/investor.php and on the website of NSDL immediately after the declaration of the result by the Chairman or any person authorised by him in writing and communicated to the Stock Exchanges.

- **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 required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to the Company/ R & T Agents.
- **10.** The Members are requested to inform of any change in their addresses immediately to:
- (i) Registrar and Share Transfer Agents (R&T Agents) in case of shares held in Physical Form or
- (ii) Depository Participants in case of shares held in Electronic Form

11. Nomination

Members holding shares in physical form and desirous of making/changing a Nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory reenactment thereof, are requested to submit the request in prescribed form SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents (RTA), M/s Skyline Financial Services Private Limited. (Enclosed with this Notice)

12. <u>Dematerialization</u>

Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-materialized form. Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the dematerialization account to the Company's RTA.

13. Additional Information

Additional Information of Directors seeking re-appointment at the ensuing AGM, as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the SS-2, is annexed to the Notice.

14. Other Information

As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.

By the Order of the Board of Directors For AKM Lace and Embrotex Limited

Sd/Place: New Delhi
Roshan Jha
Date: 31.08.2020
Company Secretary

Annexure to the Notice

Additional Information of Director seeking re-appointment at the Tenth Annual General Meeting pursuant to Secretarial Standards and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Anoop Kumar Mangal
Date of Birth	30/10/1978
Occupation:	Business
Remuneration last drawn (In Rupees)	8,40,000
Nature of expertise in specific functional areas	N.A
Brief Profile	Mr. Anoop Kumar Mangal., aged 42 years, is
	the Director of our Company. He is the
	promoter of our Company
Name of the Listed Entities in which the person	AKM Lace and Embrotex Limited.
holds the Directorships	
Name of the Listed Entities in which the person	Member of Audit Committee of M/s AKM
holds the Memberships of committees of the Board	Lace & Embrotex Limited
Shareholding in the Company (Equity)	2,89,575 shares & 9.61 %
Relationship with other Directors/Manager/Key	Mr. Anoop Kumar Mangal is the son of Mr.
Managerial Personnel	Shambhu Dayal Mangal.
Number of Board Meetings attended during the FY	6
2019-2020	

(Formerly known as AKM Lace and Embrotex Private Limited)

CIN: L17291DL2009PLC196375; E-Mail Id: akmlace@gmail.com; Website: www.akmlace.com

Registered Office: IX/6024, Ram Gali, Subhash Mohalla, Gandhi Nagar, Delhi 110031

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Registered Office: IX/6024, Ram Gali, Subhash Mohalla, Gandhi Nagar, Delhi 110031

CIN: L17291DL2009PLC196375

Name of the Company: AKM Lace and Embrotex Limited

Signature of the shareholder.....

Name of the member(s): Registered Address: **Email ID:** Folio No./Client ID: DP ID: I/ We being the member(s) holding _____shares of the above named Company hereby appoint: 1. Name:______Address:_____ E-mail Id Signature:_____Or failing him 2. _____Address:_____ E-mail Id______ Signature:____ Or failing him 3. Name:______Address:_____ E-mail Id_____ _____ _Or failing him Signature:____ as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the Company, to be held on Monday, September 28, 2020 at 09:00 A.M. at 314, R.G. Mall, Sector-9, Rohini, Delhi-110085 and at any adjournment thereof in respect of such resolutions as are indicated below: Resolution No. Resolutions **Ordinary Business** To consider and adopt the Audited Financial Statements of the Company for the financial year ended March, 31 2020 and the report of Board of Directors and Auditors thereon. 2. To appoint a Director in place of Mr. Anoop Kumar Mangal, Director (DIN: 02816077), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment. Affix

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Re. 1/-

Revenue Stamp

(Formerly known as AKM Lace and Embrotex Private Limited)

CIN: L17291DL2009PLC196375; E-Mail Id: akmlace@gmail.com; Website: www.akmlace.com Registered Office: IX/6024, Ram Gali, Subhash Mohalla, Gandhi Nagar, Delhi 110031

ATTENDANCE SLIP

Full name and address of the			
Shareholder/Proxy Holder (in			
block letters)			
Joint Holder 1(in block letters)			
Joint Holder 2(in block letters)			
Folio No./DP ID*/Client ID*:			
No. of Shares Held			
I hereby certify that I am a member/p	roxy for the member of the Company.		
Signature of Shareholder/Proxy			
hereby record my presence at the Elev	venth Annual General Meeting of the shareholders of M/s AKM Lace		

I/we hereby record my presence at the Eleventh Annual General Meeting of the shareholders of **M/s AKM Lace and Embrotex Limited** held on Monday, 28th September, 2020 at 09:00 A.M. at **314, R.G. Mall, Sector-9, Rohini, Delhi-110085.**

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.

*Applicable for shareholders holding shares in electronic form.

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ELECTRONIC VOTING PARTICULARS

E VOTING SEQUENCE NUMBER (EVSN)	USER ID	PASSWORD

Note: Please read the instructions printed under the Note to the Notice of Eleventh Annual General Meeting dated August 31, 2020 for the E - Voting process. The E-voting period starts from 25th September, 2020 at 09:00 A.M. and will end on 27th September 2020 at 5:00 p.m. The voting module shall be disabled by NSDL for voting thereafter.

(Formerly known as AKM Lace and Embrotex Private Limited)

CIN: L17291DL2009PLC196375; E-Mail Id: akmlace@gmail.com; Website: www.akmlace.com Registered Office: IX/6024, Ram Gali, Subhash Mohalla, Gandhi Nagar, Delhi 110031

Nomination Form Form No. SH-13

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

CIN: L1	ace and Embrot .7291DL2009Pl Office: IX/6024,	LC196375	ash Mohalla, Gandhi N	Jagar, Delhi 11003	Ĺ		
nomina	ition and do he		the following persons i		re given hereunder wish t all the rights in respect		
(1)	PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)						
	Nature of securities	Folio No.	No. of securities	Certificate No	Distinctive No.		
(2)	PARTICULARS	OF THE NOMIN	NEE/S: —				
(a)							
(b)	Date of Birth: _						
(c) (d)					-		
(e)	Nationality:						
(f)	Address:						
(g)	Address: E-mail Id:						
(h)	Relationship with the security holder:						
(3)	IN CASE NOMI	NEE IS A MINOF	t —				
(a)	Date of Birth: _						
(b)	Date of attaining	ng maturity:					
(c)	Name of Guard	ian:					
(d)	Address of Gua	rdian:					
Name: Addres Name o Signati	of the Security I	Holder (s)		Witness	with name and address		

(Formerly known as AKM Lace and Embrotex Private Limited)

CIN: L17291DL2009PLC196375; E-Mail Id: akmlace@gmail.com; Website: www.akmlace.com Registered Office: IX/6024, Ram Gali, Subhash Mohalla, Gandhi Nagar, Delhi 110031

Cancellation or Variation of Nomination (Form No. SH-14)

[Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

CIN:	Lace and Emb L17291DL200 LOffice: IX/60	9PLC19	6375	Mohalla, Gandhi Nagar	, Delhi 110031		
	e hereby cancel ect of the below			le by me/us in favour of	(name and	d address of the nomin	ee) in
ment	tioned securities	s in who	om shall vest all	on in place ofrights in respect of the bent of my/our death.			
(1)	PARTICULA	ARS OF	THE SECURITIE	S (in respect of which	nomination is bein	g cancelled/ varied)	
	Nature securities	of	Folio No.	No. of securities	Certificate No	Distinctive No.	
(2)	DADTICIII	ADC OF	PHE NEW NOW	INIEE			_
(2)	PARTICULA	IKS OF	THE NEW NOM	INEE: —			
(a)							
(b)	Date of Birth						
(c) (d)							
(e)	Nationality:						
(f)	Address:						
(g)	Address: E-mail Id:						
(h)	Relationship	with th	ne security holde	er:		•	
(3)	IN CASE NO	MINEE	IS A MINOR—				
(a)	Date of Birtl	1:					
(b)	Date of attai	ning ma	aturity:				
(c)	Name of Gua	ardian: _					
(d)	Address of (iuardiar	າ:				
_	ature e of the Securi	ty Holde	er (s)				

Witness with name and address

Route Map: AKM LACE AND EMBROTEX LIMITED Venue: 314, R.G. Mall, Sector-9, Rohini, Delhi-110085

