

# AKM LACE AND EMBROTEX LIMITED

Regd. Off: IX/6024, Ram Gali, Subhash Mohalla, Gandhi Nagar, Delhi-110031

CIN: U17291DL2009PLC196375

E Mail id: [akmlace@gmail.com](mailto:akmlace@gmail.com) , Contact No. 9899173704

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## NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of **AKM Lace and Embrotex Limited** will be held on **Thursday the 12<sup>th</sup> Day of April, 2018** at **10.30 A.M.** at 328-329, RG Complex II, Plot no. 5, sector 14, Rohini, Delhi-110085 to transact the following **special business**:-

### **SPECIAL BUSINESS:**

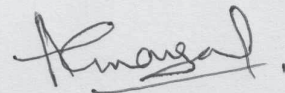
#### **ITEM NO. 1 APPOINTMENT OF M/S. V.N PUROHIT & CO. AS STATUTORY AUDITORS OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. V.N. Purohit & Co., Chartered Accountants, Delhi, who have given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Anil Hariram Gupta & Co., Chartered Accountants.

FURTHER RESOLVED THAT M/s. V.N. Purohit & Co., Chartered Accountants, Delhi be and are hereby appointed as Statutory Auditors of the Company for a period of five years and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this General Meeting until the conclusion of the fifth consecutive Annual General Meeting subject to ratification at every AGM of the Company on such remuneration plus applicable taxes and out of pocket expenses and on such other terms and conditions as may be agreed between both the parties.”

By order of the Board  
For AKM Lace and Embrotex Limited



Anoop Kumar Mangal  
Managing Director  
DIN: 02816077

Date: 10.03.2018

Place: Delhi



## NOTES:

1. A Member entitled to attend and vote at the General Meeting is entitled to appoint ANOTHER PERSON as a proxy to attend and vote on a poll instead of himself/ herself. The proxy need not be a member of the Company. In order to be valid, the duly signed and completed proxy must be received by the company at its registered office not later than 48 hours before the commencement of the ABOVE SAID Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten 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 a proxy for any other person or shareholder. Unstamped or inadequate stamped proxies upon which the stamps have not been cancelled, are invalid. Proxy holder shall prove his identity at the time of attending EGM. Corporate Members are requested to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business at Item No. 01 to be transacted at the meeting is annexed hereto and forms part of the Notice.

3. The Members are requested to notify immediately any change of address i) To their Depository Participants (DPs) in respect of their electronic share accounts and ii) To the Company's Registrar in respect of their physical share folios, if any, quoting their folio number.

4. The Members who hold shares in the physical form and wish to make/ change in nomination in respect of their shareholding in the Company, as permitted pursuant to the provisions of Section 72 of the Companies Act, 2013, may do so by submitting to the Company the prescribed Form SH-13 duly filled in to Company's Registrar and Share Transfer Agent.

5. Pursuant to the directions of the Securities and Exchange Board of India (SEBI), trading in the shares of your Company is in compulsory dematerialized form. The Members who have not yet got their shares dematerialized 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 Share Transfer Agent of the Company.

6. The Members are requested to note that pursuant to directions given by SEBI/ Stock Exchanges, the Company has appointed M/s Skyline Financial Services Private Limited at D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi -110 020 as Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.

7. The Members are informed that the Company is sending Notice of Extra-ordinary General Meeting through e-mail to those members who have registered their e-mail ID with the Company/ RTA of the Company. The Members may also note that the Notice of Extra-ordinary General Meeting will also be available on the Company's website.

### **8. Instruction for Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR), Regulations 2015, the Company is pleased to provide the facility to the Members to exercise their right to vote on resolutions proposed to be considered at the Extra-ordinary General Meeting (EGM) by electronic means and the business may be transacted through remote Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by depositories as on the cut-off date of April 05, 2018 only shall be entitled to avail the facility of remote e-voting or voting at EGM through polling paper.



III. The facility for voting through ballot paper shall be made available at the EGM and the Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper pursuant to the provisions of Section 109 of the Companies Act, 2013.

IV. The Members who have casted their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again at EGM and his vote, if any, cast at the EGM, shall be treated as invalid.

V. The remote e-voting period commences on April 09, 2018 at 10.00 am (IST) and ends on April 11, 2018, at 5.00 pm (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of April 05, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter i.e. after 5:00 p.m. (IST) on April 11, 2018. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>.

(iii) Click on Shareholder – Login.

(iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "AKM Lace & Embrotex Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed. (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csrachna@gmail.com](mailto:csrachna@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] : (i) Initial password is provided at the bottom of the Attendance Slip for the EGM: (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.

VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no.: 1800-222- 990.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company whose name is recorded in the register of members or in the register of beneficial owners (in case of shares in demat form) as on the cut-off date of April 05, 2018.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. April 05, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [admin@skylinerta.com](mailto:admin@skylinerta.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If



you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at toll free no.: 1800- 222-990.

XI. Ms. Rachna Bhasin (Membership No. ACS 23539, COP No.12952), Company Secretaries, New Delhi has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process at the EGM in a fair and transparent manner.

XII. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

XIII. The Scrutinizer shall after the conclusion of voting at the Extra-ordinary General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within Forty eight hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited (BSE), Mumbai and such stock exchange shall place the results on their website.

XV. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the EGM



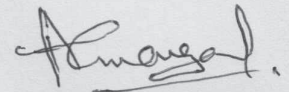
**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

**Item No. 1**

M/s. Anil Hariram Gupta & Co., Chartered Accountants informed to the Company their inability to continue as Statutory Auditors of the Company. As per the provisions of Section 139(8)(i) of the Companies Act 2013 any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor. The Board in their meeting held on 10.03.2018 had filled the casual vacancy by appointing M/s. V.N. Purohit & Co., Chartered Accountants, Delhi caused by the resignation of M/s. Anil Hariram Gupta & Co.. The said appointment of Statutory Auditors in casual vacancy arose due to resignation of M/s. Anil Hariram Gupta & Co., Chartered Accountant shall also be approved by the Company at a General Meeting convened within three months of the recommendation of the Board. The Board recommended the Ordinary Resolution as set out at Item No.01 of the Notice for approval of the Members.

None of the Director and Key Management Personnel of the Company or their relatives is, whether directly or indirectly, concerned or interested, financial or otherwise, in passing of resolution as set out at item No.01.

By order of the Board  
For AKM Lace and Embrotex Limited



**Anoop Kumar Mangal**  
Managing Director  
DIN: 02816077

**Date: 10.03.2018**  
**Place: Delhi**



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## PROXY FORM

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

CIN: U17291DL2009PLC196375

Name of the Company: AKM Lace and Embrotex Limited

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

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 : \_\_\_\_\_  
Email ID : \_\_\_\_\_ Or failing him
2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_ Or failing him
3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email ID : \_\_\_\_\_ Or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, 12th April, 2018 at 10:30 a.m. at 328-329, RG Complex II, Plot no. 5, sector 14, Rohini, Delhi-110085 at any adjournment thereof in respect of such resolution as is indicated below:

Resolution No.	Resolution
	<b>Special Business</b>
1.	To appoint M/s V.N. Purohit & Co. as Statutory Auditors of the Company.

Signed this..... Day of.....2018

Signature of the member.....

Affix  
Rs. 1/-  
Revenue  
Stamp

Signature of the Proxy holder(s) (1) ..... (2)..... (3).....

*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.*



**AKM LACE AND EMBROTEX LIMITED**  
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**E Mail id: [akmlace@gmail.com](mailto:akmlace@gmail.com) , Contact No. 9899173704**

**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	
<p>I hereby certify that I am a member/proxy for the member of the Company.</p>   <p><b>Signature of Shareholder/Proxy</b></p>	

I/we hereby record my presence at the Extraordinary General Meeting of the Shareholders of **AKM Lace and Embrotex Limited** held on **Thursday, 12<sup>th</sup> April, 2018** at **10.30 a.m.** at 328-329, RG Complex II, Plot no. 5, sector 14, 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.

**		
<b>EVEN</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

**\*\*FOR SHAREHOLDERS RECEIVING PHYSICAL COPY.**