

AKM CREATIONS LTD

(Formerly known as AKM Lace and Embrotex Limited)

Registered Office: C-110, G/F, Bholu Nath Nagar, Shahdara, East Delhi – 110032

CIN: L17291DL2009PLC196375,

Email: akmlace@gmail.com, website: www.akmlace.com

To,

Date: 16-10-2023

BSE Limited Department of Corporate Service Phiroze Jeejeebhoy Tower Dalal Street Mumbai - 400001	Company Symbol: AKM Scrip Code: 540718
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Subject: - Notice of Postal Ballot- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir / Madam,

Further to the outcome of meeting of the Board of directors of the Company dated 14th October, 2023, we hereby enclose a copy of the postal ballot notice dated 14th October, 2023 ("Postal Ballot Notice"). Postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 13th October, 2023 ("Cut-off date").

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 A.M. (IST) on Tuesday, October 17, 2023 and ends at 5.00 P.M. (IST) on Wednesday, November 15, 2023. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

This Postal Ballot Notice will also be available on the Company’s website www.akmlace.com and on the website of NSDL <https://nsdl.co.in/>

You are requested to kindly take the above information on record.

Thanking you,

For and on behalf of
AKM Creations Limited
(Formerly known as AKM Lace and Embrotex Limited)

SHALVI
SAGAR
PATWA

Digitally signed by
SHALVI SAGAR
PATWA
Date: 2023.10.16
17:06:15 +05'30'

Shalvi Sagar Patwa
Managing Director
DIN: 08869050

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014]

To,

The Members of **AKM CREATIONS LIMITED**

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), that the special business as set out below is proposed to be passed by the Members of **AKM CREATIONS LIMITED** (“Company”) through Postal Ballot only by voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with Sections 108 and 110 of the Companies Act read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of remote e-voting only (“E-voting”). E-voting facility is available at the link <https://www.evoting.nsdl.com/> from Tuesday, October 17, 2023, 9.00 a.m. (IST) onwards to Wednesday, November 15, 2023, 5.00 p.m. (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Vivek Rawal, Practicing Company Secretary (Membership No:43231), Partner, M/s. Vikas Verma & Associates, Company Secretaries, having office at New Delhi, who will act as the scrutinizer (the “Scrutinizer”) for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

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The remote e-voting period commences from **Tuesday, October 17, 2023, 9.00 a.m. (IST) onwards to Wednesday, November 15, 2023, 5.00 p.m. (IST)**. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter the results of the Postal Ballot would be announced by the Chairperson of the Company on Thursday, 16th November 2023 at the Company's registered office. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed.

The duly completed postal ballot form(s) should reach the scrutinizer at B-502, 5th Floor, Statesman House, Barakhamba Road New Delhi- 110001 or at email id service@vanda.com not later than 05:00 p.m. on 15th November, 2023 otherwise it will be strictly treated as if reply from the member has not been received.

In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer's report will also be placed on Company's website viz. [https:// www.akmlace.com](https://www.akmlace.com) and shall also be available at the Company's registered office on all working days (except Saturday & Sunday) from 11:00 A.M. to 6:00 P.M.

The Resolution, if approved, will be taken as passed effectively on the last date of e-voting/receipt of physical ballot papers i.e. Wednesday, November 15, 2023.

PROPOSED RESOLUTIONS:

ITEM 1: Increase in Authorized Share Capital of the Company and Consequential Alteration of Memorandum of Association of the Company and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakh) equity shares of Rs.10/- (Rupees Ten Only) each to Rs. 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 1,70,00,000 (One Crore Seventy Lakh) Equity shares of Rs.10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

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

V. The Authorised Share Capital of the Company is Rs. 17,00,00,000/- (Indian Rupees Seventeen Crores) divided into 1,70,00,000 (One Crore Seventy Lakh) Equity Shares of Rs.10/- (Indian Rupees Ten only) each.

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

ITEM NO. 2 - ISSUE OF 1,00,00,000 FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO THE NON-PROMOTER OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in accordance with the provisions of Section 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (**“the Act”**) and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**“SEBI Takeover Regulations”**) and other applicable rules, regulations and guidelines of Securities and Exchange Board of India (**“SEBI”**) and/or BSE Limited (**“BSE”**) (**“Stock Exchange(s)”**), where the equity shares of the Company are listed, applicable provisions of the Memorandum and Articles of Association of the Company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (**“MCA”**), the SEBI or any other statutory or regulatory authority (hereinafter collectively referred to as **“applicable laws”**) in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange(s) and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions (hereinafter collectively referred to as **“necessary approvals”**) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee of Directors duly constituted or to be constituted to exercise powers conferred on the Board by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up-to a maximum of 1,00,00,000 (One Crores) numbers of Fully Convertible Equity Warrants (**“Warrants”**) at an exercise price of Rs. 15/- (Rupees Fifteen only) per underlying Equity Share having a face value of Rs. 10/- (Rupees ten each) per Equity Share not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, each convertible into 1 (One) Equity Share of

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face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”), aggregating up-to Rs.15,00,00,000/- (Rupees Fifteen Crores Only) for cash to No-Promoter (“Proposed Warrant Allottees”) as more particularly set out in the explanatory statement, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price of Warrants is taken to be **Monday, October 16, 2023 (“Relevant Date”)** being the date which is 30 days prior to the last date for remote e-voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Wednesday, November 15, 2023.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the conditions prescribed under the Act and the SEBI ICDR Regulations including the following:

- i) the Proposed Warrant Allottee shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant/Resulting Equity Share in terms of the SEBI ICDR Regulations and the balance 75% at the time of exercising the conversion option attached to the Warrant.
- ii) the consideration for allotment of Warrants and/or Equity Shares arising out of conversion of such Warrants shall be paid to the Company from the Bank account of the Proposed Warrant Allottee.
- iii) the Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- iv) the Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of **18 (eighteen) months** from the date of their allotment.
- v) in case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within the said 18 (eighteen) months from the date of allotment of the Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- vi) the Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.

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- vii) upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such Warrants.
- viii) the resulting Equity Shares shall rank pari-passu with the then existing fully paid-up equity shares of the Company including as to Dividend, Voting Rights etc.
- ix) the resulting Equity Shares will be listed and traded on the Stock Exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.
- x) the entire pre-preferential equity shareholding of the Proposed Warrant Allottee, if any, shall be subject to lock in as per Regulation 167(6) of the SEBI ICDR Regulations.
- xi) the Warrants and/or equity shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock in for such period as provided under the provisions of Chapter V of SEBI ICDR Regulations.
- xii) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- xiii) the Warrants by themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Warrant Allottee in Form PAS-5, and issue a private placement offer cum application letter in **Form PAS-4**, to the Proposed Warrant Allottee inviting him to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/ Committee(s) of the Board, Chief Financial Officer and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient to the issue and allotment of the Warrants/ Resulting equity shares including but not limited to making application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of said Warrants/ Resulting equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members.

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RESOLVED FURTHER THAT the Common Seal of the Company, if required be affixed on any agreement, undertaking, deed or other documents, in accordance with the provisions of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/Chief Financial Officer/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**By the order of the Board
For, AKM Creations Limited
(Formerly known as AKM Lace and Embrotex Limited)**

Sd/-
**Shalvi Sagar Patwa
Managing Director
DIN: 08869050**

Date: 14.10.2023

Place: Delhi

Notes

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
- 2) In view of the ongoing threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered.
- 3) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share

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Transfer Agent, M/s Skyline Financial Services Pvt. Ltd to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

- 4) The Company has appointed Mr. Vivek Rawal (ACS No. 43231 & C.P. No: 22687), Partner of M/s. Vikas Verma & Associates, Firm of Practicing Company Secretaries as the scrutinizer. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before **Friday, 17th November, 2023** and will be displayed on the website of the Company at www.akmlace.com and intimated to Stock Exchanges and shall also be intimated to NSDL and M/s Skyline Financial Services Pvt. Ltd (RTA).
- 5) The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on **13th October, 2023 (Friday)**. A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut-off date (i.e. 13th October, 2023) only shall be entitled to avail the facility of E-voting.
- 6) The E-voting period begins at Tuesday, October 17, 2023, 9.00 a.m. (IST) onwards to Wednesday, November 15, 2023, 5.00 p.m. (IST). During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., 13th October, 2023 (Friday) may cast their votes through E-voting facility. The E-voting module shall be disabled by NSDL for voting thereafter.
- 7) The last date for the E-voting i.e., **15th November, 2023 (Wednesday)** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company at www.akmlace.com until the last date for the E-voting.
- 8) In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company (“Remote e-voting”). The instructions for electronic voting are annexed to this Notice.
- 9) As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Mumbai.

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

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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.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 sixteen digit 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-





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	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="829 680 1333 982" style="border: 1px solid #ccc; padding: 10px; text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and

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	<p>click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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B) Login Method 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 For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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CIN: L17291DL2009PLC196375,

Email: akmlace@gmail.com, website: www.akmlace.com

5. Password details for shareholders other than Individual shareholders 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 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 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, 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?

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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.
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 Service@vwanda.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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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 akmlace@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit 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 akmlace@gmail.com If you are an Individual shareholders 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, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE ACT & REGULATION 163(1) OF SEBI ICDR REGULATIONS

ITEM NO. 1: Ordinary Resolution:

Presently, the Authorized Share Capital of the Company Rs. 7,00,00,000/- (Rupees Seven Crores) divided into 70,00,000 (Seventy Lakh Equity Shares) equity shares of Rs.10/- (Rupees Ten Only) each.

In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the existing Authorized Share Capital of the Company from Rs.7,00,00,000/- (Rupees Seven Crores) divided into 70,00,000 (Seventy Lakh Equity Shares) equity shares of Rs.10/- (Rupees Ten Only) each to Rs. 17,00,00,000/- (Rupees Seventen Crores Only) divided into 1,70,00,000 (One Crore Seventy Lakh) Equity shares of Rs.10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

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

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

Item No. 02 Special Resolution:

A. Particulars of the Offer:

Based on the recommendations of the Audit Committee and Board of Directors of the Company ("Board") at its meeting held on 14th day of October 2023, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("the Act") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("SEBI ICDR Regulations"), of the following securities to the proposed allottees ("Proposed Allottees"):

Upto an aggregate of 1,00,00,000 (One Crore) numbers of Fully Convertible Equity Warrants ("**Warrants**"), convertible into equivalent nos. of Equity Shares (i.e. one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of Rs.10/- (Rupees Ten only) each of the Company, at an exercise price of Rs.15/- (Rupees Fifteen including a premium of Rs. 05 /-) per Equity Share (Rupees Five) which is higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations.

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI ICDR Regulations are set out below:

B. The Objects of the issue through preferential offer:

To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, expansion plans including investments in Companies, exploring new initiatives, working capital, and other general corporate purposes] by way of fresh issue for cash.

C. Maximum Number of specified securities to be issued:

These Special Resolutions authorize the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with SEBI ICDR Regulations, up to an aggregate of 1,00,00,000 (One Crore) numbers of Warrants, convertible into equivalent nos. of Equity Shares (i.e.

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one fully paid up Equity Share upon conversion of every one Warrant held) of a face value of Rs. 10 (Rupees Ten only) each of the Company.

- D. The allotment of Warrants and Equity Shares is subject to the Proposed Allottees, Non- Promoters not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottees have represented that they have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
- E. The names of the Proposed Allottees and the percentage of post preferential offer shareholding that may be held by them along with the Current and Proposed status are given below: Issue of Warrants to following person(s):

Sr. No.	Name of the Proposed Allottee	Category	No of Fully Convertible Warrants to be issued	PAN No.	% of the post issue offer capital
1	Balmukund Tradelink Private Limited	Non-Promoter	38,00,000	AAKCB7126R	23.73
2	Ms. Lataben Ashokbhai Vaghela	Non-Promoter	3,00,000	CFTPV0830F	1.87
3	Katyayani Tradelink Private Limited	Non-Promoter	38,00,000	AAJCK3131C	23.73
4	Miss Nila Biswakarma	Non-Promoter	6,00,000	DCMPB0272G	3.75
5	Mr. Bikash Rasily	Non-Promoter	6,00,000	DZOPK2718B	3.75
6	Ms Sweta Maulikkumar Shah	Non-Promoter	6,00,000	GVOPS4704N	3.75
7	Mr. Samad Ahmed Khan	Non-Promoter	3,00,000	BHXPK5365H	1.87
	Total		1,00,00,000		

(Note: Post percentage holding also includes effect of Conversion of 30,00,000 Warrants to Non-Promoters issued through shareholders meeting dated 30.09.2022).

- F. Intent of the Promoters, Directors or Key Managerial Personnel (KMP) of the issuer to subscribe to the offer:

No Promoter or any director or key managerial personnel intend to subscribe to the present preferential issue.

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G. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Warrants is Monday, October 16, 2023 (“**Relevant Date**”), being the date, which is 30 days prior to the last date for e-voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed on Wednesday, November 15, 2023.

H. Pending preferential issue:

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

I. Basis on which the price has been arrived and Valuation Report:

Equity Shares of the Company are listed on BSE Limited (“BSE”). The Equity Shares are infrequently traded in terms of the SEBI ICDR Regulations, 2018. Therefore, the issue price in terms of 165 & 166A of SEBI (ICDR) Regulations, 2018 has been fixed INR 12.06/- per Equity Share as per Valuation Report dated **14th October, 2023** obtained from **Mr. Subodh Kumar Registered Valuer (IBBI Reg No: IBBI/RV/05/2019/11705)** and same has been published on the website www.akmlace.com.

Also, the proposed allotment is not more than 5% of the post issue fully diluted Equity Share Capital of the Company to the Proposed Allottees except Balmukund Tradelink Pvt Limited & Katyayani Tradelink Private Limited therefore Valuation has been made as per regulation 166A of SEBI (ICDR) Regulations, 2018.

J. Re-computation of Issue Price:

The Company shall re-compute the issue price of the Warrants, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottees.

K. Payment of Consideration:

For Warrants: In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty five percent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Warrant balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottees at the time of exercising the Warrant.

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In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within **18 (eighteen) months** from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

The consideration for the Warrants shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

L. Dues toward SEBI, Stock Exchanges or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories as on the date of this Notice.

M. Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Warrants/ Resulting Equity Shares; there is no change in control or change in management of the Company. The preferential issue does not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

N. The shareholding pattern of the issuer Company before and after the preferential issue:

The shareholding pattern before and after the proposed preferential issue to Promoter, Promoter Group and Non-promoters are as follows:

Sr. No.	Category	Pre -Issue		Proposed Issue	Post Issue	
		No. of Shares held	% of Share holding	Equity Shares	No. of Shares held	% of Share holding
A	Promoters' holding					
1	Indian:	-	-	-	-	-

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	Individual	1170175	38.85	0	1170175	7.31
	Bodies Corporate	-	-	-	-	-
	Sub-Total					
2	Foreign Promoters					
	Sub-Total (A)	1170175	38.85	0	11,70,175	7.31
B	Non-Promoters' holding:					
1	Institutional Investors	-	-	--	-	-
	Foreign portfolio Investor Category I	-	-	-	-	-
	Foreign portfolio Investor Category II	-	-	-	-	-
	Banks	-	-	-	-	-
2	Non-Institutions :					
	Resident Individuals	14,16,000	47	24,00,000	46,66,000*	29.15
	Directors and Relatives	-	-	-	-	-
	Non-Resident Indian	-	-	-	-	-

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	Bodies Corporate	2,34,000	7.77	76,00,000	95,34,000**	59.55
	Any Others					
	Resident Individual HUF	1,74,000	5.78	-	6,24,000***	3.88
	Clearing Members	-	-	-	-	-
	Firm	18,000	0.60	-	18,000	0.11
	Sub-Total (B)	1842000	61.15	-	3,48,42,000	92.69
	GRAND TOTAL	30,12,175	100	-	1,60,12,175	100

Notes:

- *8,50,000 Convertible warrant to resident individuals through AGM dated 30.09.2022.
- **17,00,000 Convertible Warrant to Body Corporate(s) through AGM dated 30.09.2022.
- ***4,50,000 Convertible Warrant to Resident HUF through AGM dated 30.09.2022.
- *The above post-issue shareholding is prepared assuming full conversion of Warrants issued pursuant to AGM dated 30.09.2022 & resolution at item No.2 into equity shares*

O. Time frame within which the preferential issue shall be completed:

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants Shares to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolutions.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges or other concerned authorities.

Proposed Allottee of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Warrants.

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Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottees of such Warrants.

- P. Particulars of the Proposed Allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the Proposed Allottee(s), the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Name of the Proposed Allottee	Category (Promoter / Non - Promoter)	Permanent Account Number (PAN)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	Permanent Account Number (PAN) of the beneficial owners of proposed allottee	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottee will hold
BALMUKUND TRADELINK PVT LIMITED	Non-promoter	AAKCB7126R	Vaghela Ranjanben J	AMIPV5372L	3800000	Non-QIB	23.73
KATYAYANI TRADELINK PRIVATE LIMITED	Non-promoter	AAJCK3131C	Dipen Maheshbhai Shah	CHYPS2135R	3800000	Non-QIB	23.73
NILA BISWAKARMA	Non-promoter	DCMPB0272G	NA	NA	600000	Non-QIB	3.75
BIKASH RASILY	Non-promoter	DZOPK2718B	NA	NA	600000	Non-QIB	3.75

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SWETA MAULIKKUMAR SHAH	Non-promoter	GVOPS4704 N	NA	NA	600000	Non-QIB	3.75
LATABEN ASHOKBHAI VAGHELA	Non-promoter	CFTPV0830F	NA	NA	300000	Non-QIB	1.87
SAMAD AHMED KHAN	Non-promoter	BHXP5365 H	NA	NA	300000	Non-QIB	1.87

Q. Lock in Requirement

The Pre-preferential holding of proposed allottees who are also proposed shareholder of the Company shall be locked in for such period as specified under regulation 167 and 168 and other applicable regulations of SEBI ICDR Regulations.

Further, the equity warrants and equity shares allotted on account of exercise of option by the warrant holder shall be locked in for such period as specified under Regulation 167, 168 and other applicable regulations of SEBI ICDR Regulations.

R. Undertaking

- A. Neither the Company nor its Directors or Promoter have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- B. As per the information available with the Company and confirmed by the Directors/Promoter/KMPs; none of the Directors or Promoter or KMPs who are proposed to be allotted Warrants in terms of this Notice, are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- C. The Company is eligible to make the preferential Issue to Non- Promoter under Chapter V of the SEBI ICDR Regulations.
- D. In terms of SEBI ICDR Regulations, the Company shall re-compute the price of the Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations the Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.
- E. The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges, where the equity shares of the issuer are listed and the SEBI Listing Regulations, as amended, and any circular or notification issued by SEBI.

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S. Practicing Company Secretary's Certificate:

The certificate obtained from M/s Vikas Verma and Associates, Company Secretaries, FRN F009192E001297963 certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations and certificate confirming the pricing as per 164(1) and certificate as per 163(2), shall be available for inspection on the website of the Company at www.akmlace.com upto November 15, 2023 (end date of postal ballot). In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Warrants to persons belonging to the Non-Promoter Category, is being sought by way of a "Special Resolution" as set out in the said item no. 2 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolutions at Item nos. 2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding, is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 2 of this Notice.

**By the order of the Board
For, AKM Creations Limited
(Formerly known as AKM Lace and Embrotex Limited)**

**Sd/-
Shalvi Sagar Patwa
Managing Director
DIN: 08869050**

Date: 14.10.2023

Place: Delhi