



## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

SHORTER NOTICE is hereby given that the (06/2024-2025) Extra-Ordinary General Meeting of the members of AKP Holdings Limited (formerly as AKP Holdings Private Limited) will be held on Thursday 12<sup>th</sup>, December, 2024 at 11:00 A.M at the Registered office situated at 5<sup>th</sup> & 6<sup>th</sup> Floor, Lotus Tower, 1 Jai Hind Society, N S Road No. 12/A, JVPD Scheme, Juhu, Mumbai, Maharashtra, India, 400049 to transact the following Special businesses:

### **ITEM NO.1**

#### **TO REGULARISE THE APPOINTMENT OF MR. MADHUKANT GIRDHARLAL SANGHVI (DIN: 02599305) AS AN NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT**, pursuant to applicable provisions of the Companies Act, 2013 along with the Companies (Appointment and Qualification of Directors) Rules, 2014,, , each as amended (**“Companies Act”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and other applicable provisions thereof, if any, Mr. Madhukant Girdharlal Sanghvi (DIN: 02599305), who is not disqualified under Section 164(2) of the Companies Act and who possesses relevant expertise and experience and has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and has signified his consent to act as an independent director of the Company, be and is hereby appointed as an independent director who has attained the age of 71 years on the board of directors of AKP Holdings Limited (the **“Company”**) (the **“Board”**), to hold office for a term of five years commencing on 10<sup>th</sup> December, 2024 , and shall not be liable to retire by rotation Mr. Madhukant Girdharlal Sanghvi shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated 10<sup>th</sup> December, 2024 issued to Mr. Madhukant Girdharlal Sanghvi, and as may be determined by the Board from time to time.”

**“RESOLVED FURTHER THAT** the Board noted the consent letter received from Mr. Madhukant Girdharlal Sanghvi providing his consent to act as an independent director of the Company, declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended.”

**“RESOLVED FURTHER THAT** Mr. Anand Pandit, Managing Director and/or Mrs. Roopa Pandit, Director and/or Ms. Ashka Pandit, Whole Time Director and/or Mr. Sanjay Kumar Jain, Chief Executive Officer, and/or Mr. Rakesh Kailash Gupta, Chief Financial Officer and/or Mr. Ankit Tater, Company Secretary and Compliance Officer be and are hereby, on behalf of the Board, be

**AKP Holdings Limited (Formerly known as “AKP Holdings Private Limited”) CIN:U68200MH2015PLC262020**

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and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the RoC, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be."

#### **ITEM NO.2**

#### **TO REGULARISE THE APPOINTMENT OF MR. VED PRAKASH BHARDWAJ (DIN: 00175814) AS AN NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT**, pursuant to applicable provisions of the Companies Act, 2013 along with the Companies (Appointment and Qualification of Directors) Rules, 2014,, , each as amended ("**Companies Act**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and other applicable provisions thereof, if any, Mr. Ved Prakash Bhardwaj (DIN: 00175814), who is not disqualified under Section 164(2) of the Companies Act and who possesses relevant expertise and experience and has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and has signified his consent to act as an independent director of the Company, be and is hereby appointed as an independent director on the board of directors of AKP Holdings Limited (the "**Company**") (the "**Board**"), to hold office for a term of five years commencing on 10<sup>th</sup> December, 2024,, and shall not be liable to retire by rotation Mr. Ved Prakash Bhardwaj shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated 10<sup>th</sup> December, 2024, issued to Mr. Ved Prakash Bhardwaj, and as may be determined by the Board from time to time."

**"RESOLVED FURTHER THAT** the Board noted the consent letter received from Mr. Ved Prakash Bhardwaj providing his consent to act as an independent director of the Company, declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended."

**“RESOLVED FURTHER THAT** Mr. Anand Pandit, Managing Director and/or Mrs. Roopa Pandit, Director and/or Ms. Ashka Pandit, Whole Time Director and/or Mr. Sanjay Kumar Jain, Chief Executive Officer, and/or Mr. Rakesh Kailash Gupta, Chief Financial Officer and/or Mr. Ankit Tater, Company Secretary and Compliance Officer be and are hereby, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the RoC, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

### **ITEM NO.3**

#### **TO REGULARISE THE APPOINTMENT OF MRS. PRITI SHASHINBHAI DESAI (DIN: 10837805) AS AN NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT**, pursuant to applicable provisions of the Companies Act, 2013 along with the Companies (Appointment and Qualification of Directors) Rules, 2014,, , each as amended (**“Companies Act”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and other applicable provisions thereof, if any, Mrs. Priti Shashinbhai Desai (DIN: 10837805), who is not disqualified under Section 164(2) of the Companies Act and who possesses relevant expertise and experience and has submitted a declaration that she meets the criteria for appointment as an independent director under the Companies Act and has signified her consent to act as an independent director of the Company, be and is hereby appointed as an independent director on the board of directors of AKP Holdings Limited (the **“Company”**) (the **“Board”**), to hold office for a term of five years commencing on 10<sup>th</sup> December, 2024, and shall not be liable to retire by rotation Mrs. Priti Shashinbhai Desai shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated 10th December, 2024 issued to Mrs. Priti Shashinbhai Desai, and as may be determined by the Board from time to time.”

**“RESOLVED FURTHER THAT** the Board noted the consent letter received from Mrs. Priti Shashinbhai Desai providing her consent to act as an independent director of the Company, declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules,

2014, and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended.”

“**RESOLVED FURTHER THAT** Mr. Anand Pandit, Managing Director and/or Mrs. Roopa Pandit, Director and/or Ms. Ashka Pandit, Whole Time Director and/or Mr. Sanjay Kumar Jain, Chief Executive Officer, and/or Mr. Rakesh Kailash Gupta, Chief Financial Officer and/or Mr. Ankit Tater, Company Secretary and Compliance Officer be and are hereby, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the RoC, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

#### **ITEM NO.4**

#### **APPOINTMENT OF MR. ANAND KAMALNAYAN PANDIT (DIN: 00015551) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS AND THE TERMS OF APPOINTMENT;**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and subject to such other approvals/permissions, as may be required and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as ‘the Board’), approval of the members of the Company be and is hereby accorded for the appointment of Mr. Anand Kamalnayan Pandit (DIN: 00015551) as the Managing Director (“MD”) of the Company liable to retire by rotation for a period of five years, from December 11, 2024 up to December 10, 2029, on the terms and conditions as detailed in the Employment Agreement dated December 11, 2024 (the principal terms of which are reproduced herein below) and at a remuneration as set out hereunder:

#### **I. Remuneration:**

**AKP Holdings Limited (Formerly known as “AKP Holdings Private Limited”) CIN:U68200MH2015PLC262020**

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Mr. Anand Kamalnayan Pandit shall not draw any remuneration as agreed by him, to act as a Managing Director of the Company during the aforesaid tenure, unless otherwise decided by the Nomination and Remuneration Committee and Board of directors in consultation with him from time to time, subject to shareholder's approvals.

He shall be eligible for Reimbursement of all the expenses that may be incurred by him for and on behalf of the Company or in conduct of the business/affairs of the Company.

- II. MD shall exercise and perform such powers and duties as the Board may from time to time determine and subject to any directions and restrictions given and imposed by the Board, shall look after overall affairs of the Company and such aspects of the business of the Company and its subsidiaries which are assigned to him by the Board and perform the duties that may be delegated to him from time to time, subject to the overall supervision and control of the Board.
- III. MD shall devote his full time, attention and abilities to manage the business of the Company and shall use his best endeavour to promote its interest and welfare.
- IV. **Other Terms:**
  - a) MD shall not during the continuance of his tenure or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his tenure as to the business or affairs of the company or as to any trade secrets or secret processes of the company and shall during the continuance of his employment hereunder also use his best endeavours to prevent any other person from doing so.
  - b) So long as he discharges his functions of MD, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.
  - c) Subject as aforesaid, he shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
  - d) The appointment of Mr. Anand Kamalnayan Pandit as MD may be terminated by the Company or by Mr. Anand Kamalnayan Pandit by giving a 6 (six) months' notice in writing at the end of a calendar month.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to alter, vary and modify or increase the remuneration as in its discretion may deem fit and as may be mutually agreed to between the Board and Mr. Anand Kamalnayan Pandit in accordance with the applicable provisions of the Companies Act, 2013 or any amendments made hereafter in this regard and within the overall limit provided hereinabove under this resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate and to file the relevant forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Companies Act, 2013 in order to give effect to this

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resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**ITEM NO. 5**

**APPOINTMENT OF MRS. ASHKA ANAND PANDIT (DIN: 10594507) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEAR AND THE TERMS OF APPOINTMENT.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and subject to such other approvals/permissions, as may be required and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as ‘the Board’), approval of the members of the Company be and is hereby accorded for the appointment of Mrs. Ashka Anand Pandit (DIN: 10594507) as Whole-time Director (“WTD”) of the Company liable to retire by rotation for a period of five years, from December 11, 2024 up to December 10, 2029, on the terms and conditions as detailed in the Employment Agreement dated December 11, 2024 (the principal terms of which are reproduced herein below) and at a remuneration as set out hereunder:

**I. Remuneration:**

- a) Mrs. Ashka Anand Pandit will be will be paid a salary in scale of Rs 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum to Rs. 1,98,37,500/- (Rupees One Crore Ninety-Eight Lakhs Thirty-Seven Thousand Five Hundred Only) per annum with annual increment of 15% YOY (exclusive of Employer’s contribution to Provident fund and Gratuity) for a period of three years with effect from December 11, 2024, the current break-up for the financial year 2024-2025 is as mentioned below:

Particulars		Amount (Rs.) Per annum
i)	Basic	83,00,000/-
ii)	HRA	41,50,000/-
iii)	Medical Allowance	-
iv)	Conveyance Allowance	5,65,000/-
v)	Fixed Bonus	11,55,000/-
vi)	Leave Travel Allowance	8,30,000/-
	<b>Total</b>	<b>1,50,00,000/-</b>

Apart from the above, she shall be eligible for the following amenities:

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- b) The company's contribution to the Provident Fund shall be as per the rules of the company applicable to senior executives/management.
  - c) Gratuity in accordance with the Rules and Regulations in force in the company from time to time.
  - d) Conveyance facilities: All the repairs, maintenance and running expenses including driver's salary shall be borne/reimbursed by the Company.
  - e) Reimbursement of all the expenses that may be incurred by her for and on behalf of the Company or in conduct of the business/affairs of the Company.
- II. WTD, shall exercise and perform such powers and duties as the Board may from time to time determine and subject to any directions and restrictions given and imposed by the Board, shall look after overall affairs of the Company and such aspects of the business of the Company which are assigned to her by the Board and perform the duties that may be delegated to her from time to time, subject to the overall supervision and control of the Board.
- III. WTD, shall devote her full time, attention and abilities to manage the business of the Company and shall use her best endeavour to promote its interest and welfare.
- IV. **Other Terms:**
- e) WTD shall not during the continuance of her tenure or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by her during her tenure as to the business or affairs of the company or as to any trade secrets or secret processes of the company and shall during the continuance of her employment hereunder also use her best endeavours to prevent any other person from doing so.
  - f) So long as she discharges her functions of WTD, she shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.
  - g) Subject as aforesaid, she shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
  - h) For the purposes of Gratuity, Provident Fund and other like benefits, if any, the service of Ms. Ashka Anand Pandit WTD, will be considered as continuous service with the Company from the date of her joining the Company.
  - i) The appointment of Ms. Ashka Anand Pandit as WTD, may be terminated by the Company or by Ms. Ashka Anand Pandit by giving a 6 (six) months' notice in writing at the end of a calendar month to the other or by payment of salary in lieu thereof.

**"RESOLVED FURTHER THAT** as the Company is having loss/inadequate profits as per the last audited financial statement, Ms. Ashka Anand Pandit, WTD shall be entitled to receive remuneration as mentioned hereinabove and approved by the members by way of this resolution, as minimum



remuneration for a period not exceeding 3 years from the date of appointment as mentioned hereinabove.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to alter, vary and modify or increase the remuneration as in its discretion may deem fit and as may be mutually agreed to between the Board and Ms. Ashka Anand Pandit in accordance with the applicable provisions of the Companies Act, 2013 or any amendments made hereafter in this regard and within the overall limit provided hereinabove under this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate and to file the relevant forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Companies Act, 2013 in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**ITEM NO. 6**

**RE-DESIGNATE MRS. ROOPA ANAND PANDIT (DIN: 01565535) AS AN NON-EXECUTIVE NON- INDEPENDENT DIRECTOR;**

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

**“RESOLVED THAT**, pursuant to sections 149 and 152 and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“Companies Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), each as amended, and other applicable provisions thereof, if any, and the approval of Board of Directors (“Board”), approval of the members of the Company be and is hereby accorded to re-designate Mrs. Roopa Anand Pandit (DIN: 01565535), as Non- Executive, Non-Independent Director with effect from December 10, 2024 and who was appointed as Director by Board on February 17, 2015 and she shall be liable to retire by rotation as per provisions of the Act.

**“RESOLVED FURTHER THAT** Mr. Anand Pandit, Managing Director and/or Mrs. Roopa Pandit, Director and/or Ms. Ashka Pandit, Whole Time Director and/or Mr. Sanjay Kumar Jain, Chief Executive Officer, and/or Mr. Rakesh Kailash Gupta, Chief Financial Officer and/or Mr. Ankit Tater, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to file necessary forms with the ROC and to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

**“RESOLVED FURTHER THAT** certified true copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required.”

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**ITEM NO. 7**

**TO APPROVE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:**

To consider, and if thought fit, to pass with or without modifications, the following resolutions as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 179 and 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (“**Board**”), and on recommendations of the Board, consent of the shareholders be and is hereby accorded to borrow any sum or sums of money from time to time (exclusive of interest and in one or more tranches) for the purposes of the business of the Company upon such terms and conditions as may be determined, with or without security, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers’ credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institution, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise as the Board may in its absolute discretion think fit. Notwithstanding that the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained/ to be obtained from Company's bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed at any time, the aggregate of the paid-up Capital of the Company and its free reserves, provided however, that the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed Rs. 500 Crores (Rupees Five Hundred Crores).”

**“FURTHER RESOLVED THAT** the Board of Directors of the Company, be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable in order to give effect to the foregoing resolution.”

**“RESOLVED FURTHER THAT** duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

**ITEM NO. 8**

**TO APPROVE CREATION OF SECURITY I.E., CHARGE/MORTGAGE ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS.**

To consider, and if thought fit, to pass with or without modifications, the following resolutions as Special Resolution:

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**RESOLVED THAT** subject to the approval by the shareholders of the company in the general meeting, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Board of Director (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) be and is hereby accorded, to create mortgage /charge/ hypothecation on all or any of the immovable and movable properties of the Company present and future, of the whole, or substantially the whole, of the undertaking of the Company, ranking pari-passu with or second or subservient or subordinate to the mortgages/charges/hypothecation already created or to be created in future by the company for securing any loans and/or advances and /or guarantees and/ or any financial assistance obtained or may be obtained from financial institutions, banks or any other persons or institutions providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of assets under any deferred payment scheme or bills rediscounting scheme or investing agencies, or in favour of trustees for debenture holders that may be appointed hereafter, as security for the debentures/bonds (whether partly/fully convertible or non-convertible that may be issued by the Company (hereinafter collectively referred to as "Loans"), with power to take over the management, business and concern thereof in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board may deem fit, so that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans at any time so secured shall not exceed the aggregate of the amount authorised under Section 180(1)(c) of the Companies Act, 2013.

**"RESOLVED FURTHER THAT** Mr. Anand Pandit, Director and/or Mrs. Roopa Pandit, Director and/or Ms. Ashka Pandit, Director and/or Mr. Sanjay Kumar Jain, Chief Executive Officer, and/or Mr. Rakesh Kailash Gupta, Chief Financial Officer and/or Mr. Ankit Tater, Company Secretary and Compliance Officer of the Company, be and is hereby authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution."

**"RESOLVED FURTHER THAT** certified true copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required."

#### **ITEM NO. 9**

#### **APPROVAL FOR INCREASE OF INVESTMENT LIMIT BY NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA ("OCI") TO 24 % OF THE PAID- UP EQUITY CAPITAL OF THE COMPANY:**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as a Special Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, as amended ("FEMA"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and the Consolidated FDI Policy Circular of 2020 dated October 15, 2020, as amended issued by the Department for Promotion of Industry and Internal Trade, Government of India, Master Directions - Foreign Investment issued by the Reserve Bank of India (as amended from time to time),

the Companies Act, 2013, and the rules made thereunder, each as amended (collectively referred to as the “**Companies Act**”) and subject to all applicable approvals, permissions and sanctions of and/or filings with the Reserve Bank of India, the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board, the aggregate limit of NRI and OCI investment on a repatriation basis in the equity shares of face value of ₹ 1 each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 10% to 24% of the paid-up equity share capital of the Company on a fully diluted basis, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully diluted basis and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up capital both on repatriation and non-repatriation basis or such other limit as may be stipulated under applicable law in each case, from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Mr. Anand Pandit, Managing Director and/or Mrs. Roopa Pandit, Director and/or Ms. Ashka Pandit, Whole Time Director and/or Mr. Sanjay Kumar Jain, Chief Executive Officer, and/or Mr. Rakesh Kailash Gupta, Chief Financial Officer and/or Mr. Ankit Tater, Company Secretary and Compliance Officer, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

**ITEM NO. 10**

**TO CONSIDER AND APPROVE THE INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY:**

“**RESOLVED THAT** in accordance with the provisions of Section 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, along with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the “**Companies Act**,



2013”), and in accordance with, the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder (“**SCRA**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) the Foreign Exchange Management Act, 1999, as amended (the “**FEMA**”) including the Foreign Exchange Management (Non debt Instruments) Rules, 2019, and any other rules and regulations made thereunder, and other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India (“**GoI**”), the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India or any other competent authority from time to time, and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively “**Applicable Laws**”) and, in accordance with the provisions of the memorandum of association of the Company and articles of association of AKP Holdings Limited (the “**Company**”) and the provisions of equity listing agreements to be entered with Indian stock exchange(s) where the equity shares of the Company of face value ₹ 1 each (the “**Equity Shares**”) are proposed to be listed (“**Stock Exchanges**”), and subject to the approval of relevant government, statutory and/or regulatory authorities, the SEBI, the Registrar of Companies, Maharashtra at Mumbai (“**RoC**”), the Stock Exchanges RBI, the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), Ministry of Commerce and Industry, Government of India (“**GoI**”), the Stock Exchanges, and such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent, approval and sanction of the Board of Directors of the Company (the “**Board**” or “**Board of Directors**”, which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including powers conferred by this resolution) be and is hereby accorded granted to undertake an initial public offering of Equity Shares and to create, issue, offer, and allot for cash Equity Shares up to an aggregate of ₹ 10,000 million, pursuant to a fresh issue (the “**Fresh Issue**”) (including a pre-Issue placement, if any), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Company in consultation with the book running lead manager to the Issue (“**BRLM**”) and on the terms and conditions as the Board may (in consultation with the BRLM) decide, to (i) qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, (ii) trusts/societies registered under the Societies Registration Act, 1860, (iii) employees and/or workers of the Company, (iv) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders, individuals, Indian financial institutions, resident Indians, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund set up by the GoI, Indian mutual funds registered with SEBI, development financial institutions, multilateral and bilateral financial institutions, or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-

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subscription to the extent of 1% of the net issue, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, and the issue and allotment/ transfer of Equity Shares to stabilizing agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, through an issue document, prospectus and/or an information memorandum, if any, at a price to be determined by the Company in consultation with the Book Running Lead Manager (BRLM), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws and the decision to determine the category or categories of investors to whom the allotment/ transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws.”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 23, 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, subject to such further corporate and other approvals as may be required, in-principle approval of the Board is hereby accorded to allot up to ~~₹10,000~~ Equity Shares/an amount aggregating up to ₹10,000 million, to certain investors prior to filing of the red herring prospectus with SEBI (“**Pre-Issue Placement**”), at such price as the Board may, determine, in consultation with the BRLM, underwriters, placement agents and/or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, 2013 the SEBI ICDR Regulations, and other applicable laws, and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalise and execute any document or agreement, including without limitation any private placement offer cum application letter, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-Issue Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of happening of Pre-Issue Placement, the size of the Issue would be reduced to the extent of such Pre-Issue Placement. subject to compliance with the minimum net issue size requirements prescribed under Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any issue, issue or allotment of Equity Shares pursuant to the Issue, the Board be and is hereby authorized on behalf of the Company to seek listing of the Equity Shares at one or more recognized stock exchanges in India.”

“**RESOLVED FURTHER THAT** the Board either by itself or the any other committee thereof or a sub-committee constituted by the Board be and is hereby authorized to do such acts, deeds and things as the Board or the any other committee thereof or such a sub-committee in its absolute discretion deems necessary or desirable in connection with the Issue, including, without limitation, the following:

- a) To decide, negotiate and finalize, in consultation with the book running lead manager appointed in relation to the Issue (the “**BRLM**”), all matters regarding the Pre-Issue Placement, if any, out of the fresh issue of Equity Shares by the Company in the Issue, decided by the Board, including entering into discussions and execution of all relevant documents with Investors;

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- b) To decide on other matters in connection with or incidental to the Issue, including the pre-Issue placement, timing, pricing and terms of the Equity Shares, the Issue price, the price band, the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued in the Issue, the bid / Issue opening and bid/Issue closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BLRMs and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including to make any amendments, modifications, variations or alterations in relation to the Issue and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- c) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Issue and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus (the “DRHP”), the red herring prospectus (the “RHP”) and the Prospectus as applicable;
- d) To finalize, settle, approve, adopt and file in consultation with the BRLM where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;
- e) To approve the relevant restated financial statements to be issued in connection with the Issue;
- f) To appoint and enter into and terminate arrangements with the BRLM, and appoint and enter into and terminate arrangements in consultation with the BRLM with underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, refund bankers to the Issue, registrars, public issue account bankers to the Issue, sponsor bank, legal advisors, auditors, independent chartered accountants, advertising agency, registrar to the Issue, depositories, custodians, grading agency, monitoring agency, industry expert, credit rating agencies, printers, and any other agencies or persons or intermediaries whose appointment is required in relation to the Issue including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLM and negotiation, finalization, execution and, if required, amendment or termination of the Issue agreement with the BRLM;
- g) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any

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- h) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Issue agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), BRLM and any other agencies/intermediaries in connection with the Issue with the power authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Issue;
- i) To authorise the maintenance of a register of holders of the Equity Shares;
- j) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Issue or any actions connected therewith;
- k) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- l) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- m) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;
- n) To accept and appropriate the proceeds of the Issue in accordance with the Applicable Laws;
- o) To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;
- p) To implement any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;
- q) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Issue to sign all or any of the aforesaid documents;



- r) To authorize and approve notices, advertisements in relation to the Issue, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Issue;
- s) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLM;
- t) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;
- u) To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;
- v) To settle all questions, difficulties or doubts that may arise in regard to the Issue, including such issues or allotment, terms of the Issue, utilisation of the Issue proceeds and matters incidental thereto as it may deem fit;
- w) To authorize any concerned person on behalf of the Company to give such declarations, affidavits, undertakings, certificates, consents and authorities as may be required from time to time in relation to the Issue or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;
- x) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Board or any other committee thereof may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;
- y) To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
- z) To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;

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aa) To withdraw the DRHP or the RHP or to decide to not proceed with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLM; and

bb) To delegate any of its powers set out under (a) to (ee) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company”

“**RESOLVED FURTHER THAT** the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion and in consultation with the BRLM to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the “**Reservation**”) or to provide a discount to the Issue price to retail individual bidders, eligible employees or such other eligible categories of investors (the “**Discount**”), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.”

“**RESOLVED FURTHER THAT** all monies received out of the Issue shall be transferred to a separate bank account opened for the purpose of Issue referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law and in consultation with the BRLM.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board shall, in consultation with the BRLM, settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue or allotment of the Equity Shares in the Issue and the utilisation of the Issue proceeds in accordance with the purposes specified in the Issue documents, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Issue, determine the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, Issue price, premium amount on Issue, listing on one or more stock exchanges in India, appoint the BRLM, appoint in consultation with the BRLM other intermediaries such as legal counsel, banks or agencies concerned, enter into any agreements or other instruments for such purpose, remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the like, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorised herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee.”

“**RESOLVED FURTHER THAT** the Equity Shares so allotted in the Issue shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu*

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in all respects with the existing Equity Shares, including any rights in respect of dividend payable for the entire year after the date of allotment."

**"RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise."

**"RESOLVED FURTHER THAT** Mr. Anand Pandit, Managing Director and/or Mrs. Roopa Pandit, Director and/or Ms. Ashka Pandit, Whole Time Director and/or Mr. Sanjay Kumar Jain, Chief Executive Officer, and/or Mr. Rakesh Kailash Gupta, Chief Financial Officer and/or Mr. Ankit Tater, Company Secretary and Compliance Officer, be severally authorized to file necessary forms with the RoC and any other authorities and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, agreements, certificates etc., as may be required in order to give effect to these resolutions."

**"RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required."

#### **ITEM NO. 11**

#### **CHANGE IN THE NAME OF THE COMPANY FROM "AKP HOLDINGS LIMITED (FORMERLY KNOWN AS AKP HOLDINGS PRIVATE LIMITED)" TO " SRI LOTUS DEVELOPERS AND REALTY LIMITED" AND CONSEQUENTIAL AMENDMENTS TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY;**

**"RESOLVED THAT** pursuant to the provisions of Section 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") if any, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government (Power delegated to Central Registration Centre) or any other authority as may be necessary and subject to such other approvals, consents, permissions as may be required from concerned authorities or bodies and pursuant to the approval of the Board of Directors, the consent of members of the Company be and is hereby accorded to change the name of the Company from **"AKP Holdings Limited (Formerly known as AKP Holdings Private Limited)"** to **"Sri Lotus Developers and Realty Limited"**.

**RESOLVED FURTHER THAT** the existing name Clause I of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The name of the Company is **"Sri Lotus Developers and Realty Limited"**.

**RESOLVED FURTHER THAT** the words **"AKP Holdings Limited"** or any other name used for reference to the name of the Company appearing elsewhere in the Memorandum of Association of the Company be replaced with the words **"Sri Lotus Developers and Realty Limited"**.

**RESOLVED FURTHER THAT** pursuant to provision of Section 14 or any other provisions, if any, of the Companies Act, 2013 and upon receipt of Central Government's approval for change of name, the consent of members of the Company be and is hereby accorded to alter the Articles of Association of

**AKP Holdings Limited (Formerly known as "AKP Holdings Private Limited") CIN:U68200MH2015PLC262020**

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**Corporate Office:** 5<sup>th</sup> & 6<sup>th</sup> Floor, Lotus Tower, 1 Jai Hind Soc., N S Road No. 12/A, JVPD Scheme, Juhu, Mumbai 400049, MH, India

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the Company by replacing words "**AKP Holdings Limited**" or any other name used for reference to the name of the Company appearing in the Articles of Association of the Company with the words "**Sri Lotus Developers and Realty Limited**".

**RESOLVED FURTHER THAT** Mr. Anand Pandit, Managing Director and/or Mrs. Roopa Pandit, Director and/or Ms. Ashka Pandit, Whole Time Director and/or Mr. Sanjay Kumar Jain, Chief Executive Officer, and/or Mr. Rakesh Kailash Gupta, Chief Financial Officer and/or Mr. Ankit Tater, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to make necessary application to the authority and to do all such acts, deeds, things and matters (including signing and filing necessary forms with the Registrar of Companies, Maharashtra at Mumbai) as may be necessary to give effect to the aforesaid resolution."

**By order of the Board of Directors  
AKP Holdings Limited  
(Formerly known as "AKP Holdings Private Limited")**

**Place: Mumbai  
Date: 11th December, 2024**

**Sd/-  
Ankit Tater  
Company Secretary  
Membership No. 57623**

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**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ON POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as 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, provided that 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 proxy for any other person or member.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting
4. Members/Proxies for members should bring the duly filled-in and signed attendance slip for attending the meeting. Format of the attendance slip is enclosed herewith. A proxy holder needs to show his/her identity proof at the time of attending the meeting.
5. Corporate Members are requested to send duly certified copy of the Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 ("the Act") authorizing their representative to attend and vote at the EGM.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above are annexed hereto.
7. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Act and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Act, will be open for inspection by the Members during the General Meeting.
8. A route map of the venue of the proposed Extra Ordinary General Meeting of the Company is attached at the end of this notice.

**AKP Holdings Limited (Formerly known as "AKP Holdings Private Limited") CIN:U68200MH2015PLC262020**

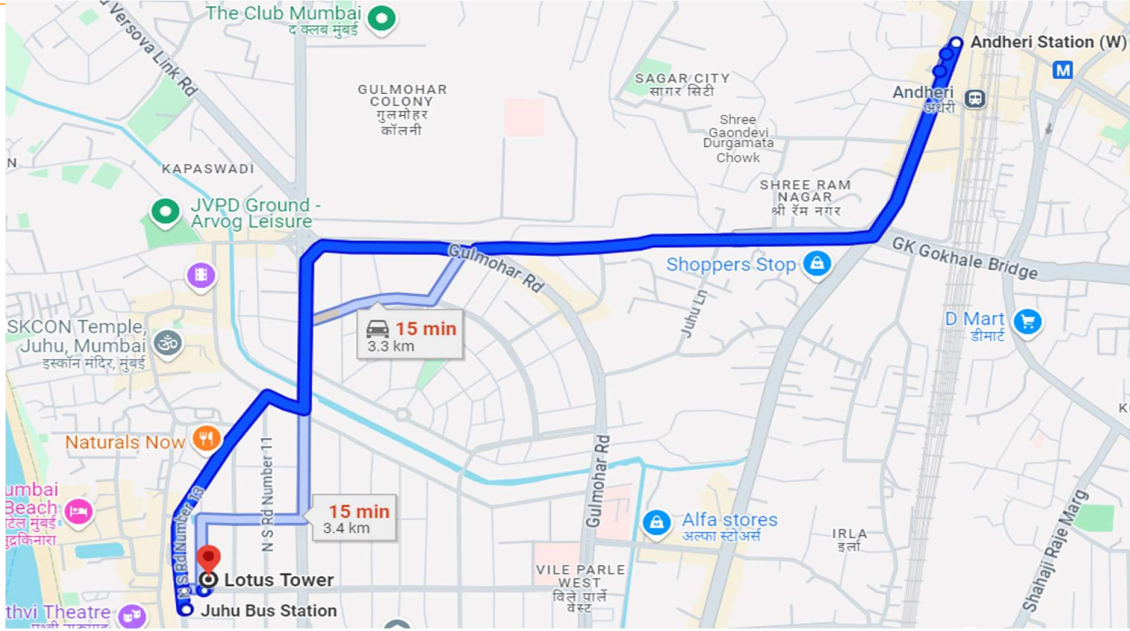
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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF AKP HOLDINGS LIMITED TO BE HELD ON THURSDAY, 12<sup>th</sup> DAY OF DECEMBER 2024 AT 11:00 A.M AT 5TH & 6TH FLOOR, LOTUS TOWER, 1 JAI HIND SOCIETY, N S ROAD NO. 12/A, JVPD SCHEME, JUHU, MUMBAI, MAHARASHTRA, INDIA, 400049 INDIA**

**ITEM NO. 1**

**TO REGULARISE THE APPOINTMENT OF MR. MADHUKANT GIRDHARLAL SANGHVI (DIN: 02599305) AS AN NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

The Company needs to re-constitute its board of directors of the Company ("Board") to ensure compliance with the Companies Act, 2013, as amended and the corporate governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India.

Information of director seeking appointment as above pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is given hereunder:

Name of the Director	Mr. Madhukant Girdharlal Sanghvi
Directors Identification Number	02599305
Date of Birth (Age in years)	12th June, 1953 (71 years )
Original date of appointment	10 <sup>th</sup> December 2024
Qualifications	Mr. Madhukant Girdharlal Sanghvi holds a bachelor's degree in commerce and a bachelor's degree in law each from University of Gujarat. Additionally, he holds a bachelor's in law degree from University of Gujarat. He is a member of Institute of Chartered Accountant of India. Further, he also successfully completed the Associate Examination by The Indian Institute of Bankers.
Experience and expertise in specific functional area	Mr. Madhukant Girdharlal Sanghvi has more than 33 years of experience. he has served as an executive director in Bank of Maharashtra. He has served as chairman and managing director in Syndicate bank. He was also associated with Dena Bank. He has over 33 years of experience in the banking sector.
Shareholding in the Company	NIL

Remuneration last drawn	Not Applicable
No. of Board meetings attended during the year	Not Applicable
Terms and conditions of re-appointment and remuneration	Mr. Madhukant Girdharlal Sanghvi Appointed as an independent Director, shall not be liable to retire by rotation and will be paid sitting fees for attending Board Meetings and Committee Meetings.
Relationship with other Directors or KMPs	NIL
Directorships held in other companies in India	NIL
Membership / Chairmanship of committees in public limited and listed companies in India	NIL
Justification	In the opinion of the Board, Mr. Madhukant Girdharlal Sanghvi fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Madhukant Girdharlal Sanghvi possesses requisite skills and knowledge and it would be in the interests of the Company to appoint his as an Independent Director of the Company.
Brief Resume of the Director	Mr. Madhukant Girdharlal Sanghvi is a Non-Executive, Independent Director of our Company. He obtained his bachelor's degree in commerce and a bachelor's degree in law each from University of Gujarat. Additionally, he holds a bachelor's in law degree from University of Gujarat. He is a member of Institute of Chartered Accountant of India. Further, he also successfully completed the Associate Examination by The Indian Institute of Bankers. He has more than 33 years of experience. He has been associated with our Company since December 10, 2024. In the Fiscal Year 2023-24, no remuneration was paid to her.

Mr. Madhukant Girdharlal Sanghvi are proposed to be appointed as Independent Directors of the Company, in accordance with applicable law, including the Companies Act, 2013 and the SEBI Listing Regulations. In this connection, the Board is of the opinion that Mr. Madhukant Girdharlal Sanghvi fulfil the criteria for independent directors, as set out in the Companies Act, 2013, SEBI Listing

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Regulations and that Mr. Madhukant Girdharlal Sanghvi is independent of the management of the Company.

The proposed Independent Director has submitted a declaration in writing to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, The Company has received the consent in writing from Mr. Madhukant Girdharlal Sanghvi to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board of Directors has recommended the appointment of such Director as an Independent Director who has attended age of 70 years for a term of 5 (five) years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

The board of directors recommends the resolution set out at Item No 1. of the Notice for your approval as Special Resolution.

None of the directors and key managerial personnel of the Company or their relatives other than the proposed appointee Mr. Madhukant Girdharlal Sanghvi is concerned or interested in the proposed resolution except in the ordinary course of business.

#### **ITEM No. 2**

#### **TO REGULARISE THE APPOINTMENT OF MR. VED PRAKASH BHARDWAJ (DIN: 00175814) AS AN NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

The Company needs to re-constitute its board of directors of the Company ("Board") to ensure compliance with the Companies Act, 2013, as amended and the corporate governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India.

Information of director seeking appointment as above pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is given hereunder:

Name of the Director	Mr. Ved Prakash Bhardwaj
Directors Identification Number	00175814
Date of Birth (Age in years)	24th January, 1956 (67 Years)
Original date of appointment	10th December 2024
Qualifications	Mr. Ved Prakash Bhardwaj obtained his bachelor's degree in science from University of Delhi. He holds a master's degree in science and a master's degree in philosophy each from University of Delhi.

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Experience and expertise in specific functional area	Mr. Ved Prakash Bhardwaj has more than 44 years of experience. He joined the Government of India in 1980 on the basis of Civil Services Examination, 1978. Previously, he has served as a Director (Insurance) in the Department of Economic Affairs. He has served as Director (Banking) in the Department of Financial Services. Further, he was promoted to Joint Secretary in the Department of Financial Services. He has served as Secretary, BIFR, Ministry of Finance.
Shareholding in the Company	NIL
Remuneration last drawn	Not Applicable
No. of Board meetings attended during the year	Not Applicable
Terms and conditions of re-appointment and remuneration	Mr. Ved Prakash Bhardwaj Appointed as an independent Director, shall not be liable to retire by rotation and will be paid sitting fees for attending Board Meetings and Committee Meetings.
Relationship with other Directors or KMPs	NIL
Directorships held in other companies in India	Viuu Digital Technologies Private Limited Viskon Consulting Private Limited Uv Strategic Advisers Private Limited
Membership / Chairmanship of committees in public limited and listed companies in India	NIL
Justification	In the opinion of the Board, Mr. Ved Prakash Bhardwaj fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Ved Prakash Bhardwaj possesses requisite skills and knowledge and it would be in the interests of the Company to appoint him as an Independent Director of the Company.



Brief Resume of the Director	Mr. Ved Prakash Bhardwaj is a Non-Executive, Independent Director of our Company. He obtained his bachelor's degree in science from University of Delhi. He holds a master's degree in science and a master's degree in philosophy each from University of Delhi. He has more than 44 years of experience. He joined the Government of India in 1980 on the basis of Civil Services Examination, 1978. Previously, he has served as a Director (Insurance) in the Department of Economic Affairs. He has served as Director (Banking) in the Department of Financial Services. Further, he was promoted to Joint Secretary in the Department of Financial Services. He has served as Secretary, BIFR, Ministry of Finance. He has been associated with our Company since December 10, 2024. In the Fiscal Year 2023-24, no remuneration was paid to him.
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Mr. Ved Prakash Bhardwaj are proposed to be appointed as Independent Directors of the Company, in accordance with applicable law, including the Companies Act, 2013 and the SEBI Listing Regulations. In this connection, the Board is of the opinion that Mr. Ved Prakash Bhardwaj fulfil the criteria for independent directors, as set out in the Companies Act, 2013, SEBI Listing Regulations and that Mr. Ved Prakash Bhardwaj is independent of the management of the Company.

The proposed Independent Director has submitted a declaration in writing to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, The Company has received the consent in writing from Mr. Ved Prakash Bhardwaj to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of 5 (five) years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

The board of directors recommends the resolution set out at Item No. 2 of the Notice for your approval as Special Resolution.

None of the directors and key managerial personnel of the Company or their relatives other than the proposed appointee Mr. Ved Prakash Bhardwaj is concerned or interested in the proposed resolution except in the ordinary course of business.

### ITEM No. 3

#### **TO REGULARISE THE APPOINTMENT OF MRS. PRITI SHASHINBHAI DESAI (DIN: 10837805) AS AN NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

**AKP Holdings Limited (Formerly known as "AKP Holdings Private Limited") CIN:U68200MH2015PLC262020**

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The Company needs to re-constitute its board of directors of the Company ("Board") to ensure compliance with the Companies Act, 2013, as amended and the corporate governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India.

Information of director seeking appointment as above pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is given hereunder:

Name of the Director	Mrs. Priti Shashinbhai Desai
Directors Identification Number	10837805
Date of Birth (Age in years)	16th, March, 1968 (57 Years)
Original date of appointment	10th December 2024
Qualifications	Mrs. Priti Shashinbhai Desai obtained her bachelor's degree in civil engineering from Maharaja Sayajirao University, Vadodara. She holds a diploma in Local Self-governance from the Institute of Local Self-Government, Bombay.
Experience and expertise in specific functional area	Mrs. Priti Shashinbhai Desai has more than 33 years of experience. she has served as Assistant City Engineer, Ahmedabad Municipal Corporation.
Shareholding in the Company	NIL
Remuneration last drawn	Not Applicable
No. of Board meetings attended during the year	Not Applicable
Terms and conditions of re-appointment and remuneration	Mrs. Priti Shashinbhai Desai Appointed as an independent Director, shall not be liable to retire by rotation and will be paid sitting fees for attending Board Meetings and Committee Meetings.
Relationship with other Directors or KMPs	NIL
Directorships held in other companies in India	NIL

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Membership / Chairmanship of committees in public limited and listed companies in India	NIL
Justification	In the opinion of the Board, Mrs. Priti Shashinbhai Desai fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and She is independent of management. The Board has formed an opinion that Mrs. Priti Shashinbhai Desai possesses requisite skills and knowledge and it would be in the interests of the Company to appoint her as an Independent Director of the Company.
Brief Resume of the Director	Mrs. Priti Shashinbhai Desai is a Non-Executive, Independent Director of our Company. She obtained her bachelor's degree in civil engineering from Maharaja Sayajirao University, Vadodara. She holds a diploma in Local Self-governance from the Institute of Local Self-Government, Bombay she has served as Assistant City Engineer, Ahmedabad Municipal Corporation. She has been associated with our Company since December 10, 2024. In the Fiscal Year 2023-24, no remuneration was paid to her.

Mrs. Priti Shashinbhai Desai (DIN: 10837805) are proposed to be appointed as Independent Directors of the Company, in accordance with applicable law, including the Companies Act, 2013 and the SEBI Listing Regulations. In this connection, the Board is of the opinion that Mrs. Priti Shashinbhai Desai fulfil the criteria for independent directors, as set out in the Companies Act, 2013, SEBI Listing Regulations and that Mrs. Priti Shashinbhai Desai is independent of the management of the Company.

The proposed Independent Director has submitted a declaration in writing to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, The Company has received the consent in writing from Mrs. Priti Shashinbhai Desai to act as a Director in Form DIR-2, intimation to the effect that she is not disqualified to be appointed as a Director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board of Directors has recommended the appointment of such Director as an Independent Director shall not be liable to retire by rotation.

The board of directors recommends the resolution set out at Item No. 3 of the Notice for your approval as Special Resolution None of the directors and key managerial personnel of the Company or their relatives other than the proposed appointee Mrs. Priti Shashinbhai Desai is concerned or interested in the proposed resolution, except in the ordinary course of business



**ITEM NO. 4**

**APPOINTMENT OF MR. ANAND KAMALNAYAN PANDIT (DIN: 00015551) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS AND THE TERMS OF APPOINTMENT;**

Mr. Anand Kamalnayan Pandit is one of the founder and promoter, has played a key role in growth and success of the Company. He looks after overall business strategy, operations, financial performance and management of the Company.

Having regard to his key contributions in the business strategy and growth of the Company, the Board of Directors of the Company at their meeting held on December 11, 2024 have appointed Mr. Anand Kamalnayan Pandit as Managing Director (MD) pursuant to the recommendation by the Nomination and Remuneration Committee and as per the provisions of the Companies Act, 2013. Mr. Anand Kamalnayan Pandit shall not draw any remuneration as agreed by him, to act as a Managing Director of the Company during his tenure.

Further, pursuant to the conversion of the Company to public limited from private limited company vide Special Resolution passed in the Extra Ordinary General Meeting held on November 26, 2024, the provisions of Sections 196, 197 and Schedule V of the Companies Act, 2013 and the rules made thereunder have become applicable to the Company. The Board of Directors have accordingly appointed Mr. Anand Kamalnayan Pandit as MD for a tenure of 5 years from December 11, 2024 on the terms and conditions as mentioned in the draft resolution under consideration of the members.

The brief profile of Mr. Anand Kamalnayan Pandit is attached as Annexure-1 and 2 respectively and the same forms part of the Notice and this Explanatory Statement. Further the terms as set out in the resolution and explanatory statement and the agreement dated December 11, 2024 (a copy of which is available for inspection during any working day between 11:00 A.M. and 3:00 P.M. up to the date of this meeting) may be treated as an abstract of the terms of employment pursuant to Section 190 of the Act.

Considering his association, vast experience and invaluable contribution towards the growth of the Company, the Board is of the opinion that the leadership and guidance of Mr. Anand Kamalnayan Pandit is required by the Company and it will be in the best interest of the Company and its stakeholders that Mr. Anand Kamalnayan Pandit to be appointed as MD of the Company. The Board recommend the proposed special resolution set out at Item No. 4 of the Notice for your consideration and approval.

None of the directors, Key Managerial Personnel or any of their relative is interested in the aforesaid item except Mrs. Ashka Anand Pandit being daughter and Mrs. Roopa Anand Pandit being wife of the Mr. Anand Kamalnayan Pandit.

**ITEM NO. 5**

**APPOINTMENT OF MS. ASHKA ANAND PANDIT (DIN: 10594507) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEAR AND THE TERMS OF APPOINTMENT;**



Ms. Ashka Anand Pandit is one of the promoter, has played a key role in growth and success of the Company. She is currently responsible for architecture, designing of projects and related business of our Company.

Having regard to her key contributions in the business strategy and growth of the Company, the Board of Directors of the Company at their meeting held on December 11, 2024 have appointed Ms. Ashka Anand Pandit as Whole-time Director (WTD) pursuant to the recommendation by the Nomination and Remuneration Committee and as per the provisions of the Companies Act, 2013.

The remuneration/compensation package to Ms. Ashka Anand Pandit, as set out in the resolution for the consideration of the members, has been fixed having regard to the knowledge, qualifications, skills and the responsibilities shouldered and the comparative remuneration packages paid to similar counterparts in other companies. The said remuneration shall also be payable as minimum remuneration in case of loss/inadequate profits during his tenure.

Further, pursuant to the conversion of the Company to public limited from private limited company vide Special Resolution passed in the Extra Ordinary General Meeting held on the provisions of Sections 196, 197 and Schedule V of the Companies Act, 2013 and the rules made November 26, 2024 thereunder have become applicable to the Company. The Board of Directors have accordingly appointed Mrs. Ashka anand pandit as WTD for a tenure of 5 years from December 11, 2024 on the terms and conditions as mentioned in the draft resolution under consideration of the members.

As per the provisions of Section 196 the appointment of Ms. Ashka Anand Pandit as WTD and payment of remuneration requires approval of the members. Further, as the company is having inadequate profits, the approval for payment of remuneration to Ms. Ashka Anand Pandit as WTD is being sought for a period of 3 years from the date of her appointment under the proposed resolution.

The brief profile of Ms. Ashka Anand Pandit and the information pursuant to Section II of Part II of Schedule V of Companies Act, 2013 are attached as Annexure-1 and 2 respectively and the same forms part of the Notice and this Explanatory Statement. Further the terms as set out in the resolution and explanatory statement and the agreement dated December 11, 2024 (a copy of which is available for inspection during any working day between 11:00 A.M. and 3:00 P.M. up to the date of this meeting) may be treated as an abstract of the terms of employment pursuant to Section 190 of the Act.

Considering her association, vast experience and invaluable contribution towards the growth of the Company, the Board is of the opinion that the leadership and guidance of Ms. Ashka Anand Pandit is required by the Company and it will be in the best interest of the Company and its stakeholders that Ms. Ashka Anand Pandit to be associated as Whole-time Director of the Company. The Board recommend the proposed special resolution set out at Item No. 5 of the Notice for your consideration and approval.

None of the directors, Key Managerial Personnel or any of their relative is interested in the aforesaid item except Mr. Anand Pandit being father and Mrs. Roopa Anand Pandit being mother of the Ms. Ashka Anand Pandit.

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**ITEM NO. 6**

**APPOINTMENT OF MRS. ROOPA ANAND PANDIT (DIN: 01565535) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors had appointed Mrs. Roopa Anand Pandit (DIN: 01565535) as Director appointed w.e.f. 17<sup>th</sup> February, 2015. In the opinion of the Board, Mrs. Roopa Anand Pandit fulfils the conditions for appointment as Director as specified in Companies Act, 2013. The proposed Director has professional expertise and rich experience across a wide spectrum of functional areas and hence the Board considered that his association with the Company would be of immense benefit to the Company.

Pursuant to the provisions of the Companies Act, 2013, every Director shall be appointed in a General Meeting by way of Ordinary Resolution. Hence, the proposed resolution is recommended for the consideration and approval of the Members of the Company.

None of the directors, Key Managerial Personnel or any of their relative is interested in the aforesaid item except Mr. Anand Pandit being husband and Mrs. Roopa Anand Pandit being daughter of the Mrs. Roopa Anand Pandit.

**ITEM NO. 7 and ITEM NO. 8**

**TO SET/APPROVE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 AND**

**TO APPROVE CREATION OF SECURITY I.E., CHARGE/MORTGAGE ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS.**

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The provisions of Section 180 is exempted from application to a private company in terms general exemptions granted by Central Government. Upon conversion of the Company from Private to a Public Company and further taking into consideration the requirement of funding for the growth in business operations in the future and also having regard to the existing credit facilities availed by the Company, it would be necessary to set a borrowing limits for the Board and authorize the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 500 Crores (Rupees Five Hundred Crores).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and

ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The Board of Directors recommend special resolution set out at Item Nos. 7 and 8 of the Notice for Shareholders approval

None of the Directors of the Company or the Key Managerial Personnel or any of their relative is, in any way, concerned or interested in the said resolution.

#### **ITEM NO. 9**

##### **APPROVAL FOR INCREASE OF INVESTMENT LIMIT FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZEN OF INDIA:**

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “**FEMA Regulations**”), and the Consolidated FDI Policy Circular of 2020, as amended (together with the FEMA Regulations, the “**FEMA Laws**”), the Non-resident Indians (“**NRIs**”) and Overseas Citizens of India (“**OCIs**”), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid-up equity share capital of an Indian listed company on a fully-diluted basis. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India as required under the FEMA Laws. Considering the proposal of intending to get the equity shares of the Company listed, the board of directors of the Company (“**Board**”) may consider, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs, together, to 24% of the paid-up equity share capital of the Company, provided however, that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully-diluted basis or such other limit as may be stipulated under applicable law in each case, from time to time.

The Board recommends the resolution the Resolution as set out at Item No. 10 for approval of the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions, except to the extent of equity shares held by them in the Company.

#### **ITEM NO. 10**

##### **INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY**

AKP Holding Limited (the “**Company**”) proposes to create, offer, issue and allot equity shares of the Company of face value of ₹ 1 each (the “**Equity Shares**”), for cash up to an aggregate of ₹ 10,000 million pursuant to a fresh issue (the “**Fresh Issue**”) on such terms, in such manner, at such time and at a price to be determined by the book building process in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). The Equity Shares allotted/transferred



shall rank in all respects *pari passu* with the existing Equity Shares of the Company including any rights in respect of dividend payable for the entire year after the date of allotment.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the board of directors of the Company ("**Board**") at its absolute discretion (together, the "**Stock Exchanges**") and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

In view of the above and in terms of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (the "**Companies Act**"), the approval of the shareholders of the Company is required through a special resolution.

With respect to the Fresh Issue, the Company will be required to file a draft red herring prospectus (the "**DRHP**") with the Securities and Exchange Board of India ("**SEBI**") and the Stock Exchanges, and subsequently file a red herring prospectus (the "**RHP**") with the Registrar of Companies, Maharashtra at Mumbai ("**RoC**") and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the "**Prospectus**", and together with the DRHP and the RHP, the "**Offer Documents**"), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "**Companies Act**") and other applicable laws.

The proceeds of the Fresh Issue are to be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the SEBI in connection with the IPO. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law.

The Company has not made and will not make an offer of the Equity Shares in the Offer to its promoters or members of the promoter group of the Company in the Offer. However, the directors (except independent directors) or the key managerial personnel may apply for the Equity Shares in the various categories under the IPO in accordance with the SEBI ICDR Regulations, the Companies Act, and any other applicable laws.

No change in control of the Company or its management is intended or expected pursuant to the IPO.

Furthermore, in the event that Equity Shares are allotted to investors pursuant to a pre-IPO placement of Equity Shares prior to filing of the red herring prospectus relating to the IPO with the Registrar of Companies, Maharashtra at Mumbai, price at which such pre-IPO placement shall be made shall be subject to prevailing market conditions and shall be decided by the Company in consultation with the book running lead managers to the IPO.

The Board recommends the resolution for your approval as a special resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

**AKP Holdings Limited (Formerly known as "AKP Holdings Private Limited") CIN:U68200MH2015PLC262020**

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**Corporate Office:** 5<sup>th</sup> & 6<sup>th</sup> Floor, Lotus Tower, 1 Jai Hind Soc., N S Road No. 12/A, JVPD Scheme, Juhu, Mumbai 400049, MH, India

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All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and their proposed participation in the Offer for Sale in the Offer and Equity Shares, which may be subscribed for and allotted in their names.

#### **ITEM NO. 11**

#### **CHANGE IN THE NAME OF THE COMPANY FROM "AKP HOLDINGS LIMITED (FORMERLY KNOWN AS AKP HOLDINGS PRIVATE LIMITED)" TO " SRI LOTUS DEVELOPERS AND REALTY LIMITED" AND CONSEQUENTIAL AMENDMENTS TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY;**

In accordance with the Scheme of Amalgamation between Tryksha Projects Private Limited (Transferor Company No. 1), Veer Savarkar Projects Private Limited (Transferor Company No. 2), Zinnia Projects Private Limited (Transferor Company No. 3) and Sri Lotus Developers and Realty Holdings Private Limited (Formerly known as "Sri Lotus Value Realty Private Limited") (Transferor Company No. 4) with AKP Holdings Private Limited (Transferee Company) under Sections Section 233 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, ("the Scheme") as sanctioned by the Regional Director, Western Region, Mumbai vide its order dated 30<sup>th</sup> October, 2024, the Company may change its name from AKP Holdings Private Limited to Sri Lotus Developers and Realty Holdings Private Limited (Transferor company no. 4). This change of name is being undertaken because Sri Lotus Developers and Realty Holdings Private Limited, as the oldest company in the group, holds significant brand recognition in the market. Leveraging this established brand name is expected to provide strategic benefits to the Transferee Company, the Board of Directors at its meeting held on December 05, 2024, decided to change the company's name from "**AKP Holdings Limited (Formerly known as AKP Holdings Private Limited)**" to "**Sri Lotus Developers and Realty Limited**".

Further, vide its letter dated December 11, 2024, the Ministry of Corporate Affairs (MCA) has given its no objection to the availability of the new name "**Sri Lotus Developers and Realty Limited,**" from the existing name "**AKP Holdings Limited (Formerly known as AKP Holdings Private Limited)**". This change of name is subject to approval by the Central Registration Centre/Registrar of Companies.

The proposed change in name will not affect any of the rights of the Company or the shareholders/stakeholders of the Company.

The Board of Directors discussed the matter and is of the opinion that the name of the company be changed from "**AKP Holdings Limited (Formerly known as AKP Holdings Private Limited)**" to "**Sri Lotus Developers and Realty Limited**". As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended.

As per the provisions of Section 13 and Section 14 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing Special Resolution.

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The Board recommends the special resolution set out at item no. 11 for approval of the Members.

**Regulation 36 of SEBI Listing Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India:**

Name of Director	Mr. Anand Kamalnayan Pandit	Ms. Ashka Anand Pandit
DIN	00015551	10594507
Date of Birth (Age)	21st December, 1963 (61 years)	04th June, 1990 (34 years)
Date of First Appointment	February 17, 2015	May 06, 2004
Designation	Managing Director	Whole-time Director
Qualification(s)	Mr. Anand Kamalnayan Pandit has completed holds a Bachelor of Engineering degree in electronics and communication from the University of Gujarat. He holds a diploma in marketing management from management application center.	Ms. Ashka anand pandit holds a bachelor's degree in business administration from Narsee Monjee Institute of Management Studies. Further, She holds a Master of Science degree in economics and International Financial Economics from University of Warwick.
Brief Profile Experience (including expertise in specific functional area)	Anand Kamalnayan Pandit is one of the Promoters and Managing Director of our Company and he is currently responsible for the overall business strategy, operations, financial performance and management of our Company. He served as director of Housing & Urban Development Corporation Limited from June 2016 to February 2017. Further, he served as director of Syndicate Bank from July 2012 to July 2015. He has completed Executive Real Estate Management Program from Harvard Business School. He has over 24 years of experience in the real estate sector.	Ashka Anand Pandit is one of the Promoter and Whole-Time Director of our Company, and she has played a key role in growth and success of the Company. She is currently responsible for architecture, designing of projects and related business of our Company.
Relationship with Directors, Managers and Key	None of the directors, Key Managerial Personnel or any of their relative is interested in the aforesaid item except	None of the directors, Key Managerial Personnel or any of their relative is interested in the aforesaid item except

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<b>Managerial Personnel</b>	Ms. Ashka Anand Pandit being daughter and Mrs. Roopa Anand Pandit being wife of the Mr. Anand Kamalnayan Pandit.	Mr. Anand Pandit being father and Mrs. Roopa Anand Pandit being mother of the Mrs. Ashka Anand Pandit.
<b>Terms and conditions of re-appointment</b>	As mentioned in the notice and the explanatory statement at Item No. 4	As mentioned in the notice and the explanatory statement at Item No. 5
<b>Remuneration proposed to be paid</b>	As mentioned in the notice and the explanatory statement at Item No. 4	As mentioned in the notice and the explanatory statement at Item No. 5
<b>Remuneration last drawn</b>	During the financial year ended March 31, 2024 received a NIL remuneration.	NA
<b>Number of Board meetings attended during the year</b>	During FY 2023-24, 6 (Six) meetings of Board of Directors were held, the appointees have attended 6 (Six) meetings	During FY 2023-24, Ms. Ashka Anand Pandit was not director on the board.
<b>List of Directorships held in other companies (including Listed Companies)</b>	<ol style="list-style-type: none"> <li>1. Purna Projects Private Limited</li> <li>2. Kamal Value Realty (India) Private Limited</li> <li>3. Rudratej Properties Private Limited</li> <li>4. True Vritika Projects Private Limited</li> <li>5. Ashka Properties Private Limited</li> <li>6. Aishwarya Property &amp; Estates Private Limited</li> <li>7. Shivshrushti Real Estate Private Limited</li> <li>8. Kunika Projects Private Limited</li> <li>9. Sri Lotus Real Estate Creators (India) Private Limited</li> </ol>	NIL
<b>List of Chairmanship or membership of various Committees in others public Companies (includes only Audit Committee and Stakeholders)</b>	NIL	NIL



Relationship Committee)		
Listed entities from which the Director has resigned in last three years	NA	NA
Number of equity shares held in the Company	399,999,980	10,000

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**ANNEXURE 2 TO THE EXPLANATORY STATEMENT TO EGM NOTICE**

**Statement of information pursuant to Section II of Part II of Schedule V of Companies Act, 2013 about appointees seeking approval of remuneration:**

Sr. No	General Information						
1.	Nature of industry	We are a developer of residential and commercial premises in MMR, Maharashtra, with a focus in Redevelopment Projects in the Ultra Luxury Segment and Luxury Segment in the western suburbs					
	2. Date or expected date of commencement of commercial production	Not Applicable, since the Company has already commenced its business activities.					
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable					
Financial performance based on given indicators							
Particulars		Standalone			Consolidated		
		Year Ended (Rs in Lakhs)			Year Ended (Rs in Lakhs)		
		FY 2023-24	FY 2022-23	FY 2021-22	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from Operations	424.11	-	3148.75	46557.05	17888.88	8840.39	
Total Expenditure	474.04	199.83	3697.30	31281.30	15172.98	7627.47	
Net Profit/ Loss before tax	(1.66)	(75.30)	(532.97)	15733.26	2983.11	1264.30	
Profit/(Loss) for the year	198	(175.31)	533.15	11955.82	2020.31	782.96	
Equity Share Capital	2000	2000	2000	2000	2000	2000	
Other Equity	(663.55)	(861.55)	(686.24)	14636.14	2681.71	581.28	

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Net Current Assets	24991.05	27449.18	28970.87	58827.59	42709.55	35882.19
Cash & Cash Equivalents (including bank balances)	703.64	509.70	123.04	9694.86	6679.86	1336.01
5 Foreign investments or collaborations, if any.	The company has no foreign collaboration.					

Sr. No	Information about the appointee – Ms. Ashka Anand Pandit	
1.	Background details	Ashka Anand Pandit is one of the Promoter and Whole-Time Director of our Company, and she has played a key role in growth and success of the Company. She is currently responsible for architecture, designing of projects and related business of our Company.
2.	Past remuneration	As her appointment in made during the year dated May 06, 2024, no remunerations withdrawn by her.
3	Recognition or awards	Nil
4	Job profile and his suitability	She is the Whole-time Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. Considering his qualifications, skills and her key contributions in the growth of the Company her continuation in the present position is essential for continued growth in business. She is currently responsible for architecture, designing of projects and related business of our Company.
5	Remuneration proposed	Ms. Ashka Anand Pandit will be paid a salary in scale of Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum to Rs. 1,98,37,500/- (Rupees One Crore Ninety-Eight Lakhs Thirty-Seven Thousand Five Hundred Only) per annum with annual increment of 15% YOY (exclusive of Employer's contribution to Provident fund and Gratuity) for a period of three years with effect from December 11, 2024.
6	Comparative remuneration profile with respect to industry, size of the	The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and the credentials of the appointee.

	company, profile of the position and person	
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	None of the directors, Key Managerial Personnel or any of their relative is interested in the aforesaid item except Mr. Anand Pandit being father and Mrs. Roopa Anand Pandit being mother of the Ms. Ashka Anand Pandit.

Sr. No	Other Information/Disclosures	
1.	Reasons of loss or inadequate profits	The Company is holding company and operates through its various subsidiaries, hence at standalone level the profits are inadequate. However at consolidated level company has adequate profit.
2.	Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	The Company has merged its 4 subsidiaries with appointed date of April 01, 2024. Due to afore said merger, company will generate adequate profit. Further, the Company has also raised capital through private placement which would be utilised in various projects of the company and its subsidiaries which will generate cash flow and profit for the company. Also, at consolidated level company is generating profitability.

**By order of the Board of Directors**  
**AKP Holdings Limited**  
**(Formerly known as “AKP Holdings Private Limited”)**

**Place: Mumbai**  
**Date: 11th December, 2024**

**Sd/-**  
**Ankit Tater**  
**Company Secretary**  
**Membership No. 57623**



### PROXY FORM

[As per Form MGT - 11 and Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the equity shareholder(s):	
Registered address:	
E-mail ID:	
Folio No. / Client ID:	
DP ID:	

I/we, being the member (s), of \_\_\_\_\_ shares of the above named company, hereby appoint:

1. Name \_\_\_\_\_ Address \_\_\_\_\_

—

E-mail id: \_\_\_\_\_

Signature \_\_\_\_\_ or failing him/ her;

2. Name \_\_\_\_\_ Address \_\_\_\_\_

—

E-mail id: \_\_\_\_\_

Signature \_\_\_\_\_ or failing him/ her;

my/our proxy, to act for me/us at the Sixth (06/2024-2025) Extraordinary general meeting of Shareholders to be held on Wednesday, 12<sup>th</sup> December, 2024, at 11:00 A.M, at Lotus Tower, 1 Jai Hind Society, N.S. Road, No-12/ A, JVPD Scheme, Juhu, Mumbai, Maharashtra- 400049 and at such meeting and any adjournment thereof, respect of such resolution as is/are indicated below:

Item No.	Resolution	Vote	
		For	Against
1.	To Regularise the Appointment of Mr. Madhukant Girdharlal Sanghvi (DIN: 02599305) as a Non- Executive Independent Director of the Company;		
2.	To Regularise the Appointment of Mr. Ved Prakash Bhardwaj (DIN: 00175814) as a Non- Executive Independent Director of the Company;		

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3.	To Regularise the Appointment of Mrs. Priti Shashinbhai Desai (DIN: 10837805) as a Non- Executive Independent Director of the Company;		
4.	To consider and approve the appointment of Mr. Anand Kamalnayan Pandit as Managing Director of the Company for a period of 5 years and the terms of appointment;		
5.	To consider and approve the appointment of Mr. Ashka Anand Pandit as Whole Time Director of the Company for a period of 5 years and the terms of appointment;		
6.	To Redesignate Mrs. Roopa Anand Pandit (DIN: 01565535) as a Non-Executive Non- Independent Director		
7.	To Approve Borrowing Limits of The Company Under Section 180(1)(C) of the Companies Act, 2013:		
8.	To Approve Creation of Security I.E., Charge/Mortgage on The Movable and Immovable Properties of the Company, Both Present And Future, in Respect of Borrowings.		
9.	To consider increase in investment limit for non-resident Indians and Overseas citizen of India.		
10.	To approve Initial Public Offering of Equity Shares of the Company		
11.	To approve change in the name of the company from "AKP Holdings Limited (formerly known as AKP Holdings Private Limited)" to "Sri Lotus Developers And Realty Limited" and consequential amendments to memorandum of association and articles of association of the company;		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder

Notes:

1. Alterations, if any made in the Form of Proxy should be initialled.
2. Proxy must be deposited at the Registered Office of the Transferor Company 2, not later than 48 hours before the time scheduled/fixed for the said meeting.
3. This form should be signed across the stamp as per specimen signature registered with the Company.
4. In case of multiple proxies, the proxy later in time shall be accepted.

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### Attendance Slip

**PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

Joint shareholders may obtain additional Attendance Slip at the venue of the meeting.

DP.ID\* \_\_\_\_\_ Folio No. \_\_\_\_\_

Client ID\* \_\_\_\_\_ No. of Share(s) held \_\_\_\_\_

NAME AND ADDRESS OF THE EQUITY SHAREHOLDER (in block letters):

NAME AND ADDRESS OF THE PROXY HOLDER (in block letters, to be filled in by the proxy attending \_\_\_\_\_ instead \_\_\_\_\_ of \_\_\_\_\_ the \_\_\_\_\_ Equity Shareholders): \_\_\_\_\_

I hereby certify that I am a registered shareholder/ proxy for the registered shareholder of the Company.

I hereby record my presence at the Sixth (06/2024-25) Extraordinary General Meeting of the Shareholders of the Company on Wednesday, 12<sup>th</sup> December, 2024, at 11:00 A.M, at Lotus Tower, 1 Jai Hind Society, N.S. Road, No-12/A, JVPD Scheme, Juhu, Mumbai, Maharashtra- 400049

Signature of the Shareholder or proxy: \_\_\_\_\_

\* Applicable for shareholders holding shares in dematerialized form.

**Notes:**

1. Shareholder/ Proxy holder wishing to attend Meeting must bring the Attendance Slip to the Meeting when he/ she comes to the meeting and hand it over at the gate after fixing his/ her signature on it.
2. Shareholder/ Proxy holder desiring to attend the Meeting should bring his / her copy of the Notice for reference at the Meeting.
3. Joint shareholders may obtain additional Attendance Slip at the venue of the Meeting.

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