

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Fifth Extra-Ordinary General Meeting of the members of M/s Ikeda Limited will be held on Saturday, 25th March, 2023 at 5 p. m. (concluded at 5.30 p.m.) At 102, Ganga Chamber, 6A/1, W.E.A., Karol Bagh, New Delhi- 110005 to consider following business:

SPECIAL BUSINESS:**ITEM NO.1- APPROVAL OF OFFER OR INVITATION TO SUBSCRIBE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS:**

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

“RESOLVED THAT pursuant to the provisions of Section 62 (1)(c) and Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s) thereto or any statutory modification(s) or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company, the consent, permission and approval of the members of the Company be and is hereby accorded to offer and issue 11,23,616 (Eleven Lakh Twenty Three Thousand Six Hundred and Sixteen) equity shares of Rs. 1/- (Rupee One Only) each at a Premium of Rs. 0.36/- (Rupees Thirty Six Paise Only) i.e. at Rs. 1.36/- (Rupees One and Thirty Six Paise Only) each aggregating to Rs. 15,28,117.76/- (Rupees Fifteen Lakh Twenty Eight Thousand One Hundred and Seventeen and Seventy Six Paise Only) to the existing members of the Company, promoters, bodies corporate and/or other entities and/or other person(s) whether such entities or persons are members of the Company or not, by way of private placements or preferential allotment or in any other way, in one or more tranches as the Board may think fit and on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT an offer letter Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 placed before the meeting for approval be and is hereby approved.

RESOLVED FURTHER THAT the consent of the members be and is hereby given to authorized the Board of Directors of the Company, to finalize various terms and conditions subject to which any equity shares or other securities may be issued and allotted including terms relating to rate of dividend and to vary all or any one or more of the terms and conditions so fixed and to put any new condition at the absolute discretion of the Board.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby severally authorized to issue the Letter of Offer in Form PAS-4 and do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard, and to execute and deliver all forms, applications, certificates, deeds, notifications,

documents and agreements that may be required, including filing necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and any other regulatory authority.

RESOLVED FURTHER THAT the said Equity Shares as and when issued shall be subject to the provisions of the Memorandum of Association of the Company and shall rank pari passu with the existing Equity Share Capital of the Company in all respect.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may, in their absolute discretion, deem necessary, proper and desirable."

**BY ORDER OF THE BOARD OF DIRECTOR
FOR IKEDA LIMITED**



Manish Kumar Goyal

Director

DIN: 08594881

**ADDRESS - House No A-12, Gal No 02, Ward No 40, Nagpal Colony,
Ganganagar, Rajasthan-335001.**

Date: 24.03.2023

Place: Delhi

NOTES:

1. AN EQUITY SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE AN EQUITY SHAREHOLDER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED.
2. EQUITY SHAREHOLDERS/PROXIES ATTENDING THE MEETING ARE REQUESTED TO BRING THEIR COPY OF EGM NOTICE TO THE MEETING AND ATTENDANCE SLIP DULY SIGNED SO AS TO AVOID INCONVENIENCE.
3. EQUITY SHAREHOLDERS ARE REQUESTED TO INTIMATE THE CHANGE(S), IF ANY OF THE ADDRESSES WITH THE COMPANY AT THE EARLIEST.
4. CORPORATE EQUITY SHAREHOLDER(S) INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE(S) TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING.
5. SHORTER NOTICE APPROVAL AND BOARD RESOLUTIONS AUTHORIZING REPRESENTATIVES OF CORPORATE SHAREHOLDERS SHOULD BE SENT BEFORE THE MEETING.
6. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 68(3) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED HERETO.
7. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND EXPLANATORY STATEMENT ARE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY BETWEEN 11:00 HOURS AND 16:00 HOURS ON ANY WORKING DAY PRIOR TO THE DATE OF THE MEETING AND WILL ALSO BE AVAILABLE ON THE DATE OF THE MEETING (EXCEPT SATURDAY AND PUBLIC HOLIDAYS).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:
ITEM NO. 1:

The company is in requirement of immediate funds to fulfill its immediate working capital requirement for its present and future operations. To meet the funds requirement, the Company has to exercise the option of infusing of equity. For this, it is proposed to issue on a preferential basis 1123616 equity shares of Re. 1 each at a premium of Rs. 0.36 i.e. at 1.36/- (Rupee One and Thirty Six Paise Only) each.

Information under Rule 13 of The Company's Share Capital & Debentures) Rules, 2013.

A. Object of the issue through preferential offer:

The company is in requirement of immediate funds to fulfill its immediate working capital requirement for its present and future operations.

B. Total number of shares or other securities to be issued:

11,23,616 (Eleven Lakh Twenty Three Thousand Six Hundred and Sixteen) equity shares of Rs. 1/- each at a Premium of Rs. 0.36/- (Rupees Thirty Six Paise Only) i.e. at Rs. 1.36/- (Rupees One and Thirty Six Paise Only) each amounting to Rs. 15,28,118/- (Rupees Fifteen Lakh Twenty Eight Thousand One Hundred and Eighteen Only).

C. Price/Price Band at which the allotment is proposed;

The Investor's shares are proposed to be issued at a Premium of Rs. 0.36/- (Rupees Thirty Six Paise Only) i.e. at Rs.1.361 (Rupees One and Thirty Six Paise Only) per equity share.

D. Basis on which the price has been arrived at along with report of the registered valuer;

Price per share has been arrived on the basis of Valuation report has been taken from Mr. Gaurav Jain, Registered Valuer having Regn. No. IBBI/RV/0612021113914 for the proposed offer.

E. Relevant date with reference to which the price has been arrived at;

The registered valuer has taken basis of figures as at 24th March, 2023 as the relevant date for arriving at the agreed price of offer.

F. Class/Classes of persons to whom the allotment is proposed to be made:

Name of proposed Allottees	Occupation	Residential Address	No. of shares to be offered	Total Amount (In. Rupees)
MANOJ SHARMA	SERVICE	B-301, SUNCITY HEIGHTS,	5,61,809	764058.88

		SUNCITY, SECTOR 54, GURUGRAM, HARYANA 122002		
GAGAN JAIN	SERVICE	LB-061 ASSOTECH SPRINGFIELD, SECTOR ZETA 1, GREATER NOIDA 201 306	5,61,909	764058.88
			41,23,616	15,28,117.76

G. Intention of Promoters/(l)Directors/(Key Management Persons to subscribe the offer:
None of the allottees belongs to Directors/Key Management person of the Company.

H. Proposed time within which the allotment shall be completed:

The proposed shares shall be subscribed and allotted within 60 days from the date of receipt of the application money for such securities.

I. Shareholding pattern of promoters and other classes of shares before and after the offer:

Sr. No.	Shareholders Name	Pre -Issue		Post-Issue	
1.	MANISH KUMAR GOYAL	6604000	21	6604000	22
2.	RAJESH SWAMI	3992195	29	3992195	08
3.	PURAN PURI	4429201	62	4429201	28
4.	MANISH KUMAR GOYAL (HUF)	222638	9	222638	2
5.	RITU GOYAL	260000	9	260000	1
6.	POOJA BHARTI GOSWAMI	1300	.1	1300	.1
7.	POONAM SWAMI	1300	.1	1300	.1
8.	VAISHALI GOYAL	1300	.1	1300	.1
	Total	15511934	71	15511934	03

J. Whether a change in control is intended or expected:

No change in the control of the Company is intended or expected from the proposed preferential issue.

K. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the prior to the said offer the company has not offered and allotted any securities on preferential basis to any entities.

Yours Directors recommend the resolution set out in Item No. 1 for the approval of the Shareholders.

**BY ORDER OF THE BOARD OF DIRECTOR
FOR IKEDA LIMITED**



Manish Kumar Goyal
Director

DIN: 08594881

**ADDRESS - House No A-12, Gal No 02, Ward No 40, Nagpal Colony,
Ganganagar, Rajasthan-335001.**

Date: 24.03.2023

Place: Delhi

**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING**

CIN: U72900DL2019PLC354599

Name of the Company: IKEDA Limited

Registered Office: 102, Ganga Chamber, 6A/1, W.E.A., Karol Bagh, Central Delhi, Delhi, India - 110005

ATTENDANCE SLIP

Registered Folio/DP ID & Client ID	
Name	
Address of Shareholder	

I/We hereby record my/our presence at the Fourth Extra-Ordinary General Meeting of the members of M/s Ikeda Limited on Saturday 25th March, 2023 at 5 p. m. (concluded at 5.30 p.m.) At 102, Ganga Chamber, 6a/1, W.E.A., Karol Bagh, New Delhi- 110005.

Signature of Shareholder/Proxy

I record my presence at the Extraordinary General Meeting

(Signature of Member/Proxy)

Name of Proxy in block letters
(If proxy attends instead of the member)

Form No. MGT-11 (Proxy Form)

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

CIN: U72900DL2019PLC354599**Name of the Company:** IKEDA Limited**Registered Office:** 102, Ganga Chamber, 6A/1, W.E.A., Karol Bagh, Central Delhi, Delhi, India - 110005

Name of the Member(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

Name:.....

Address:

E-mail Id:

Signature:.....,

or failing him

Name:.....

Address:

E-mail Id:

Signature:,

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Fifth Extra-Ordinary General Meeting of the members of M/s Ikeda Limited on Saturday 25th March, 2023 at 5 p. m. (concluded at 5.30 p.m.) At 102, Ganga Chamber, 6A/1, W.E.A., Karol Bagh, New Delhi- 110005 and at any adjournment thereof in respect of such resolutions.

Signed this _____ day of _____ 2023.

Affix Revenue Stamp

Signature of Shareholder(s):

Signature of Proxy holder(s):

Notes:

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

For the resolutions and Notes, please refer to the Notice of the Extraordinary General Meeting.

Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

ROUTE MAP TO THE VENUE OF THE EGM



