

**SHORTER NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**SHORTER NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF IKEDA LIMITED WILL BE HELD ON FRIDAY, 05<sup>TH</sup> APRIL, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 102, GANGA CHAMBER, 6A/I, W.E.A., KAROL BAGH, CENTRAL DELHI, DELHI, INDIA, 110005 TO TRANSACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

**ITEM NO.1 INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**"RESOLVED THAT**, pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from 4,00,00,000/- (Rupees Four Crores Only ) divided into 40,00,000 (Forty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) by adding 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari - passu in all respect with the existing Equity Shares of the Company."

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

*V. The Authorised Share Capital of the Company is 15,00,00,000/- (Indian Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Indian Rupees Ten only) each.*

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

**ITEM NO. 2: ISSUE OF BONUS EQUITY SHARES:**

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



**“RESOLVED THAT** in accordance with **Article 38** of the Articles of Association of the Company and pursuant to the Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, relevant provisions of Memorandum and Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals as may be required in this regard, approval of the members of the Company be and is hereby accorded to capitalize a sum not exceeding Rs. 8,54,22,810/- (Rupees Eight Crores Fifty Four Lakhs Twenty Two Thousand Eight Hundred and Ten Only) or such amount as may be determined to be required by the Board, from and out of the amount standing to the credit of free reserves and/or the securities premium account as at March 31<sup>st</sup>, 2024, for the purpose of issuance of bonus shares to the fully paid equity shareholders of the Company in the proportion of **03:01 i.e. 03 (Three) New fully paid Equity Shares for every 01 (One) existing Equity Shares** and the new bonus share issued and allotted shall, for all purposes, be treated as an increase in the paid up Share Capital of the Company held by each such member, and not as income;

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends and any other corporate action declared after the allotment of New Equity Shares;

**RESOLVED FURTHER THAT** pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and the rules and regulations as may be applicable, the bonus shares shall be issued and allotted only in de-mat form and shall be credited in electronic form to the allottees;

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

For and on behalf of  
**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: 04.04.2024.

Place: Delhi

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 1:**

**Increase in Authorized Share Capital of the Company and Consequential Alteration of Memorandum of Association of the Company:**

Presently, the Authorized Share Capital of the Company Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000/- (Forty Lakhs) equity shares of ` 10/- (Rupees Ten Only) each.

In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the existing Authorized Share Capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crore Only) divided into 40,00,000/- (Forty Lakhs) equity shares of ` 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of 10/- (Rupees Ten Only) by inserting 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs 10 (Rupees Ten Only) each ranking pari - passu in all respect with the existing Equity Shares of the Company. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing **Clause V** of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

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

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

**ITEM NO. 02**

**Issue of Bonus Equity Shares**

The Board of Directors in its meeting held on Thursday 04<sup>th</sup> April, 2024 considered, approved and recommended an issue of bonus shares in the proportion of **(3:1) 03 (Three) new Equity Shares of the Company of INR 10/- (Indian Rupees Ten only) each for every 01 (One) existing Equity Shares of the Company of INR 10/- (Indian Rupees Ten only) each** held by the Members of the Company from amount standing to the credit of free reserves and/or the securities premium account as at March 31<sup>st</sup>, 2024. The bonus shares upon their issue and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared.



As on March 31<sup>st</sup>, 2024, reserves and surplus required for implementing the bonus issue is INR 8,54,22,810/- the issue of bonus shares need to be considered.

The issue of bonus equity shares by way of capitalization of the sums standing to the credit of Free Reserve, as may be considered appropriate for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

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

Accordingly, approval of the Members of the Company is hereby sought by way of **Ordinary Resolution** as set out in **Item No.2** of this Notice.

**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: 04.04.2024

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 Extra Ordinary General Meeting of the Company on Friday, the 05<sup>th</sup> day of April 2024 at 11.00 A.M at the Registered Office of the Company at 102, Ganga Chamber, 6A/1, W.E.A., Karol Bagh, Central Delhi, Delhi, India - 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 the Extra Ordinary General Meeting of the Company on Friday, the 05<sup>th</sup> day of April 2024 at 11.00 A.M at the Registered Office of the Company at 102, Ganga Chamber, 6A/1, W.E.A., Karol Bagh, Central Delhi, Delhi, India – 110005 and at any adjournment thereof in respect of such resolutions.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Signature of Shareholder(s):

Signature of Proxy holder(s):

Notes:

Affix  
Revenue  
Stamp

**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**



