

NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF IKEDA LIMITED WILL BE HELD ON SATURDAY, THE 26TH DAY OF AUGUST, 2023 AT 11:00 A.M. (CONCLUDED AT 12.00 NOON) AT 102, GANGA CHAMBER, 6A/1, W.E.A., KAROL BAGH, NEW DELHI- 110005 OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. ENHANCEMENT OF AUTHORIZED SHARE CAPITAL BY ORDINARY RESOLUTION

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

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 2,50,00,000 (Rupees Two Crore and Fifty Lakh Only) consisting of 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of Rs. 1/- each to Rs. 4,00,00,000 (Rupees Four Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 1/- each by creation of additional 1,50,00,000 (One Crore and Fifty Lakh) Equity Shares of Rs. 1/- each ranking pari passu in all respect with the existing Equity Shares.”

2. ALTERATION OF CAPITAL CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

V “The Authorized Share Capital of the Company is Rs. 4,00,00,000 (Rupees Four Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 1/- (Rupees One) each.”

“RESOLVED FURTHER THAT all the Directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

3. APPROVAL OF OFFER OR INVITATION TO SUBSCRIBE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS

“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 42,01,690 (Forty Two Lac One Thousand Six Hundred And Ninety) equity shares of Rs. 1/- (Rupee One Only) each at a Premium of Rs. 8.52/- (Rupees Eight And Fifty Two Paise Only) i.e. at Rs. 9.52/- (Rupees Nine and Fifty Two Paise Only) each aggregating to Rs. 4,00,00,088.80/- (Rupees Four Crore Eighty Eight And Eighty 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 authorized 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:31.07.2023

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 PURSUENT TO SECTION 102 OF THE COMPANIES ACT 2013**In respect of Resolution No. 1 & 2**

The authorized share capital of the Company as reflected in the Memorandum of Association as on date is Rs. 2,50,00,000 (Rupees Two Crore and Fifty Lakh Only) divided into 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of Rs. 1/- each.

The Company has decided to infuse more funds in order to expand its business activities. It is therefore proposed to divide the authorized shares capital into Rs. 4,00,00,000 (Rupees Four Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 1/- each by creation of additional 1,50,00,000 (One Crore and Fifty Lakh) Equity Shares of Rs. 1/- each for which alteration in capital clause requires the approval of the shareholders of the Company by resolution as stated above.

Consequent to the increase of Authorized Share Capital, the Authorized Share Capital Clause contained in clause V of the Memorandum of Association to be altered as indicated in resolution set out at Item No. 2 contained in the notice convening the EGM.

The Board of Directors recommends the passing of the resolutions at Item No. 1 to 2 of the Notice convening the Meeting for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/ key Managerial Personnel of the Company are interested in the proposed resolutions except as holder of shares in general.

A copy of the memorandum and Article of Association together with the proposed alteration is available for inspection by the Members at the registered office of the Company between 11 a.m. to 1 p.m. on all working days from the date hereof up to the date of the meeting.

In respect of Resolution No. 3

The Company is in requirement of immediate funds to fulfill its immediate working capital requirement for its present & future operations. To meet the funds requirement, the Company has to exercise the option of infusion of equity. For this it is proposed to issue on a preferential issue basis 42,01,690 equity shares of Re. 1 each at a premium of Rs. 8.52/- i.e. Rs.9.52/- (Rupees Nine and Fifty Two Paise Only) each.

Information under Rule 13 of the Companies (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;

42, 01,690 (Forty Two Lakhs One Thousand Six hundred and Ninety Only) equity shares of Re. 1 each at a premium of Rs. 8.52 /-(Rupees Eight and Fifty Two Paise Only) i.e. at Rs. 9.52/-(Rupees Nine and Fifty Two Paise 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. 8.52 /-(Rupees Eight and Fifty Two Paise Only) i.e. at Rs. 9.52/- Only (Rupees Nine and Fifty Two 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 taken from Mr. Saugat KC Registered valuer having Regn. No. IBBI/RV/05/2019/11636 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 31st July, 2023 as the relevant date for arriving at the agreed price of offer.

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

Name of the proposed allottee	Occupation	Residential Address	No. of Shares Offered	Total Amount(In Rupees)
PURAN PURI	BUSINESS	SWAMIYO KA BASS ROON, NAGAU, RAJASTHAN-341'028	9	85.68
RAJESH SWAMI	BUSINESS	1082, BHARO LAL TALAI, WARD NO. 16, BIKANER, RAJASTHAN - 334001	5	47.60
MANISH KUMAR GOYAL HUF	BUSINESS	RK-17, RIDHI SIDHI ENCLAVE 2, SRIGANGANAGAR.	2	19.04

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		KARANPUR, GANGANAGAR, RAJASTHAN-335001		
SUNIL KUMAR CHAUHAN	SERVICE	160, RIDHI SIDHI NAGAR, NEAR NAGAL POST OFFICE, NIWARU, JHOTWARA, JAIPUR, RAJASTHAN- 302 012	4	38.08
MANOJ SHARMA	SERVICE	B-301, SUNCITY HEIGHTS, SUNCITY, SECTOR- 54, GURUGRAM, HARYANA-122002	2	19.04
GAGAN JAIN	SERVICE	L8, -061 ASSOTECH, SPRINGFIELDS, SECTOR ZETA1 GREATER NOIDA	2	19.04
YASHPAL GARG	PROFESSION AL	S, 19/18, SIRIS ROAD, DLF PHASE 3, GURUGRAM	6	57.12
DEEPIKA GARG	BUSINESS	A 113, MEERA BAGH, NEW DELHI -110087	3,67,640	34,99,932.80
PRADEEP NANDAL	BUSINESS	270/29 RAM GOPAL COLONY ROHTAK- 124001	4,20,160	39,99,923.20
ANUJ SHANTILAL BADJATE	BUSINESS	3-C/12 SHANTINIKETAN OPP. HARNE MAHILA SAMAJ DHARAMPEETH EXTENSION, SHANKAR NAGAR, NAGPUR, 440010, MAHARASHTRA	5,25,210	49,99,999.20
SANDEEP BANSAL	BUSINESS	41/71, WEST PUNJABI BAGH, NEW DELHI	2,62,600	24,99,952.00
RAVI BHATIA	BUSINESS	FLAT NO. 503, SHREE RADHA KRISHNA CGHS LIMITED, PLOT NO. 23, SECTOR-7, DWARKA SEC-6, WEST DELHI, CANTONMENT DELHI- 110075	5,25,210	49,99,999.20
HARSH JAIN	BUSINESS	FLAT NO. 1201, 12 TH FLOOR, SUMER TRINITYCHS LTD.	21,00,840	1,99,99,996.80

		NEW PRABHADEVI ROAD, NEXT TO SAMNA PRESS, MUMBAI- 400025		
			42,01,690	4,00,00,088.8

G. Intension of Promoters / Directors/ Key Managerial Persons to subscribe the offer;

Two allottees i.e. Mr. Puran Puri and Mr. Rajesh Swami belongs to the Board of Directors 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 application money for such securities.

I. Shareholding Pattern of promoters and other classes of shares before and after the offer;

S.No.	Name of the Promoter	Pre - Issue		Post- Issue	
		No. of shares	%	No. of shares	%
1.	MANISH KUMAR GOYAL	66,04,000	31.45	66,04,000	26.21
2.	RAJESH SWAMI	39,92,195	19.01	39,92,200	15.84
3.	PURAN PURI	44,29,201	21.09	44,29,210	17.58
4.	MANISH KUMAR GOYAL HUF	2,22,638	1.06	2,22,640	0.88
5.	RITU GOYAL	7,60,000	3.62	7,60,000	3.02
6.	POOJA BHARTI GOSWAMI	1300	0.01	1300	0.01
7.	POONAM SWAMI	1300	0.01	1300	0.01

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8.	VAISHALI GOYAL	1300	0.01	1300	0.01
	TOTAL	1,60,11,934	76.25	1,60,11,950	63.54

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

No change in 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 year, prior to the said offer the Company has not offered and allotted any securities on preferential basis to any entities.

The Board of Directors recommends the passing of the resolutions at Item No. 3 of the Notice convening the Meeting for the approval of the Members by Special Resolution.

**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: 31.07.2023

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, New Delhi - 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 members of Ikeda Limited will be held on Saturday, 26th August 2023 at 11 A.M. (concluded at 01.30 p.m.) at the registered office of the company 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, New Delhi – 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 members of Ikeda Limited will be held on Saturday, 26th August 2023 at 11 A.M. at the registered office of the company 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.

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 Corporate 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 Extra Ordinary General Meeting.

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

Affix Revenue Stamp

