

IKEDA LIMITED**SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

SHORTER NOTICE BE AND IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING ("EGM") OF THE SHAREHOLDERS OF IKEDA LIMITED (THE "COMPANY") WILL BE HELD ON FRIDAY, 26TH JULY, 2024 AT 1 P.M. AT ITS CORPORATE OFFICE SITUATED AT UNIT NO.-402, 4TH FLOOR, SPAZE ITECH PARK, SECTOR-49, SOHNA ROAD, GURUGRAM, TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:**ITEM NO. 1 TO TAKE APPROVAL FOR INITIAL PUBLIC OFFER:**

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

"RESOLVED THAT pursuant to the provisions of section 23 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made there under, as amended from time to time (collectively referred to as the Act) and provisions of the Memorandum of Association and Articles of Association of the Company and Listing Agreement to be entered into with the Stock Exchange, where the Company's equity shares are proposed to be listed and subject to the approval to the extent necessary of the Government of India, Securities and Exchange Board of India (SEBI), the Registrar of Companies (ROC), Reserve Bank of India (RBI) and all other concerned statutory and other authorities and to the extent necessary, such other approvals, consents, permissions, sanctions and the like as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which shall include a duly authorized Committee for the time being exercising the powers conferred upon it by the Board including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and the rules made there under, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI Regulations") and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by SEBI including any other applicable laws, rules and regulations issued by competent authorities (the "Applicable Laws"), the consent of the Members of the Company be and is hereby accorded and the Board be and is hereby authorized to create, offer, issue and allot equity shares of the face value of Rs. 10/- (Rupees ten only) each, ranking pari-passu with the existing equity shares of the Company (the Equity Shares), so however that the total amount to be raised including amount of securities premium by such offerings shall upto 50 crore at par or at a premium, to any category of person or persons as permitted under applicable laws, who may or may not be the shareholder(s) of the Company as the Board may in its sole discretion decide, through issue of offer documents (Initial Public Offer or IPO), Pre IPO placement or under Preferential Offer/ Allotment regulations of SEBI, and on the terms and conditions



as the Board may in its absolute sole discretion decide including the price at which the equity shares are to be issued, at par or at premium and for cash or other consideration and the decision to determine the category or categories of investors to whom the offer, issue and allotment/transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT all the new equity shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of oversubscription no allotment shall be made by the issuer in excess of the specified securities offered through the offer document: Provided that in case of oversubscription, an allotment of not more than ten per cent of the net offer to public may be made for the purpose of making allotment in minimum lots [As per the Regulation 268 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018].

RESOLVED FURTHER THAT such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute sole discretion may think most beneficial to the Company including offering or placing them with Banks/ Financial Institutions / Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/such other persons or otherwise as the Board may in its absolute sole discretion decide.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, any of the Directors of the Company and/or any Committee of the Board, be and are hereby authorized, on behalf of the Company, to decide and approve the terms and conditions of the Issue, including but not limited to reservations for employees or other permitted categories, and shall be entitled to vary, modify or alter any of the terms and conditions, including the size of the Issue, as it may consider expedient and to do all such acts, deeds, matters and things, as it may in Its absolute sole discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in regard to the above offer, issue and allotment and utilization of the proceeds of the Issue, to liaise with regulatory authorities and further to do all such acts, deeds, matters and things and to negotiate and finalize all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to the above resolution and to negotiate terms, appoint advisor(s), Merchant Banker (s), Registrar(s), any other intermediary/intermediaries registered with SEBI, legal counsel or legal experts, advertising agents/agencies, consultants and to pay any fees, commission, remuneration, incur expenses and take such further steps as may be required necessary, incidental or ancillary for the allotment and listing of the aforesaid equity shares on the Stock Exchanges where the Company's equity shares are proposed to be listed, as may be decided by the Board, and to make such modifications without being required to seek further consents or approval of the Members



and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board of Directors and/ or any Committee of the Board be and are hereby severally/jointly authorized to execute and sign the documents including undertakings, consent letters, power of attorney, certificates, forms etc., as may be required in connection with the above.

RESOLVED FURTHER THAT any two Directors of the Company and/or any Committee of the Board, be and is hereby authorized to file the required forms with the Registrar of Companies, to take such action, give such directions, as may be necessary or desirable to give effect to this resolution and to do all such acts, matters, deeds and things, including but not limited to the allotment of equity shares against the valid applications received in the Initial Public Offering, as are in the best interests of the Company."

ITEM NO. 2

TO TAKE APPROVAL FOR RELATED PARTY TRASACTIONS

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

"RESOLVED THAT pursuant to the provisions of Section 2(76), 177 and Section 188 of the Companies Act, 2013, read with rules made there under and the consent of the Members of the Company be and is hereby accorded for the following transaction(s) to be entered into by the company with related parties as per respective agreements as detailed below:

S no	Name of the related party Transaction	Amount per transaction
1.	sale, purchase or supply of any goods or materials;	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
2.	selling or otherwise disposing of, or buying, property of any kind;	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
3.	leasing of property of any kind;	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
4.	availing or rendering of any services;	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
5.	appointment of any agent for purchase or sale of goods, materials, services or property;	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
6.	such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction



7.	underwriting the subscription of any securities or derivatives thereof, of the company:	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
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RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to approve such transactions on case to case basis within the approved limit and do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution."

ITEM NO. 3.

TO TAKE APPROVAL FOR INCREASE IN BORROWING LIMITS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and 179(3)(d) and other applicable provisions, if any, of the Companies Act, 2013, referred the consent of the Members be and is hereby accorded to authorize the board of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 50 Crore, including the money already borrowed by the Company Exceeding in aggregate, for the time being, of the paid up capital of the Company and its free reserves (reserves not set apart for any specific purpose).

"RESOLVED FURTHER THAT any two director of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

ITEM NO. 4.

TO REGULARIZE APPOINTMENT OF ADDITIONAL INDEPENDENT DIRECTOR MS. MADHVI SHARMA

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

"RESOLVED THAT, pursuant to the provisions of 149, 152, and 160 of the Companies Act, 2013 and any other applicable provisions of the Companies Act 2013 read with the Rules made there under (including any statutory modification (s) or re-enactment thereof, if any, for the time being in force), MS. MADHVI SHARMA (DIN-10700674), who was appointed as an Additional Independent Director of the Company in the duly convened Board meeting dated 27th June 2024 by the Board of Directors, whose term of office is expiring in this General Meeting of the company, and who has given her consent to act as an Independent director, be and is hereby regularized as a Director of the Company.



RESOLVED FURTHER THAT, any Director of the Company be and is hereby severally authorized to execute, sign and file such forms, returns, certificates, documents, and other papers as may be necessary or expedient with Registrar of Companies and to do all such act(s), deed(s), thing(s) as deem necessary, expedient and desirable for the purpose of giving effect to the aforesaid resolution including issuance of a certified true copy of this resolution to all the concerned.”

ITEM NO. 5.**TO REGULARISE APPOINTMENT OF ADDITIONAL DIRECTOR MR. SUNIL SINGH**

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

“RESOLVED THAT, pursuant to the provisions of Section 161 and 160 of the Companies Act, 2013 and any other applicable provisions of the Companies Act 2013 read with the Rules made there under (including any statutory modification (s) or re-enactment thereof, if any, for the time being in force), Mr. Sunil Sharma (DIN-09865271) who was appointed as an Additional Director of the Company in the duly convened Board meeting dated 27th June 2024 by the Board of Directors, whose term of office is expiring in this General Meeting of the company, and who has given his consent to act as a director, be and is hereby regularized as a Director of the Company.

RESOLVED FURTHER THAT, any Director of the Company be and is hereby severally authorized to execute, sign and file such forms, returns, certificates, documents, and other papers as may be necessary or expedient with Registrar of Companies and to do all such act(s), deed(s), thing(s) as deem necessary, expedient and desirable for the purpose of giving effect to the aforesaid resolution including issuance of a certified true copy of this resolution to all the concerned.”

**For and on behalf of
IKEDA LIMITED**



**Manish Kumar Goyal
Managing Director**

DIN: 08594881

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

Date: 23.07.2024

Place: Gurugram



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(1) OF THE COMPANIES
ACT, 2013:**

IN RESPECT OF RESOLUTION SET OUT AT ITEM NO. 1

The Company intends to list its equity shares (Equity Shares) on one or more stock exchanges to enable shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares of the Company ("Issue") The Company intends to undertake the Issue and list the Equity Shares at an opportune time in consultation with the book running lead managers and other advisors in relation to the Issue and subject to applicable regulatory approvals.

In view of the above and in terms of Section 23, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the approval of the members of the Company is required through a special resolution.

Furthermore, in the event that Equity Shares are allotted to investors pursuant to a pre-Issue placement of Equity Shares prior to registration of the red herring prospectus relating to the Issue with the Registrar of Companies, the price at which such pre-Issue 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 Issue.

The Board recommends this resolution under item no. 1 for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under applicable provisions of the Companies Act, 2013 and the rules and regulations made there under, as amended from time to time.

IN RESPECT OF RESOLUTION SET OUT AT ITEM NO. 2

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 ("the Act"), the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary resolution in case the value of the Related party transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in Ordinary course of business and on arm's length basis.

Section 2(76), 177 and Section 188 of the Companies Act, 2013, read with rules made there under and the consent of the Members of the Company be and is hereby accorded for the following transaction(s) to be entered into by the company with related parties as per respective agreements as detailed below:



S no	Name of the related party Transaction	Amount per transaction
1	sale, purchase or supply of any goods or materials;	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
2	selling or otherwise disposing of, or buying, property of any kind;	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
3	leasing of property of any kind;	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
4	availing or rendering of any services;	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
5	appointment of any agent for purchase or sale of goods, materials, services or property;	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
6	such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction
7	underwriting the subscription of any securities or derivatives thereof, of the company;	Overall Limit of INR 10 Crores subject to the limit of INR 5 Crores per transaction

The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution as set out in Item No. 2 of this Notice for approval of the Members.

IN RESPECT OF RESOLUTION SET OUT AT ITEM NO. 3

pursuant to the provisions of Section 180 (1)(c) and 179(3)(d) and other applicable provisions, if any, of the Companies Act, 2013, referred the consent of the Members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 50 Crore, including the money already borrowed by the Company Exceeding in aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, in the proposed resolutions.

Accordingly, the Board recommends passing the resolutions as set out under Item No. 3 for approval of members as a special resolution.



IN RESPECT OF RESOLUTION SET OUT AT ITEM NO. 4

Ms. Madhvi Sharma was appointed as an Additional Independent Director with effect from June 27, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting/ extra-ordinary general meetings of the Company. The Board is of the view that the appointment of Ms. Madhvi Sharma on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 4. for approval by the members of the Company.

Ms. Madhvi Sharma aged 35 years. She is a Practicing Company Secretary under ICSI having an experience of 4 years in ROC, Income Tax, GST and has been recognized as the Financial Advisor at White House Law Pvt. Ltd. She is well-equipped to leverage her skills to contribute to the strategic direction and governance of the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Ms. Madhvi Sharma himself, in any way concerned or interested, in the said resolution.

The board recommends the said resolution under item no. 4 to be passed as an ordinary resolution.

IN RESPECT OF RESOLUTION SET OUT AT ITEM NO. 5

Mr. Sunil Singh was appointed as Additional Director with effect from 27 June, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting/ Extra Ordinary General Meeting of the Company. The Board is of the view that the appointment of Mr. Sunil Singh on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 5. for approval by the members of the Company.

Mr. Sunil Singh aged 40 years. He has attended Sikkim Manipal University, to pursue Bachelor of Science-IT. He has 19 + experience in Telecom and fintech Industries. In the past, he was associated with Reliance Communication, with Idea Cellular as Sr. Executive, with Spice Money as Zonal Business Head, with ROI Net Solutions as Cluster Business Head and Dhanhind as Zonal Business Head. Presently, he heads the sales division of our Company. He has been associated with our Company since June 2024 in the capacity of Director.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Sunil Singh himself, in any way concerned or interested, in the said resolution.



The board recommends the said resolution under item no. 5 to be passed as an ordinary resolution.

For and on behalf of
IKEDA LIMITED



Manish Kumar Goyal
Managing Director

DIN: 08594881

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

Date: 23.07.2024

Place: Gurugram

IKEDA
EASY | FAST | RELIABLE



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 26th July, 2024 at 1 p.m. A.M at the corporate office of the Company at Unit no.-402,4th floor, Spaze Itech Park, Sector-49, Sohna Road, Gurugram-122018

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 26th July, 2024 at 1 p.m. at the corporate office of the Company at Unit no.- 402,4th floor, Spaze Itech Park, Sector-49, Sohna Road, Gurugram-122018 and at any adjournment thereof in respect of such resolutions.

Signed this _____ day of _____ 2024.

Signature of Shareholder(s):

Signature of Proxy holder(s):

Affix
Revenue
Stamp

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 Extraordinary General Meeting.

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



ROUTE MAP

