

IKEDA PRIVATE LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Third Extra-Ordinary General Meeting of the members of M/s Ikeda Private Limited will be held on Saturday, 28th May, 2022 at 10:00 a.m. (concluded at 11.30 a.m.) At 102, Ganga Chamber, 6a/1, W.E.A., Karol Bagh, New Delhi- 110005 to consider following business:

SPECIAL BUSINESS:

ITEM NO.1- CONVERSION FROM PRIVATE COMPANY TO PUBLIC COMPANY AS IKEDA PRIVATE LIMITED TO IKEDA LIMITED.

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 provision of section 14 (1) and any other applicable provisions, if any of the Companies Act, 2013, the status of the company be and is hereby converted from **IKEDA PRIVATE LIMITED** to **IKEDA LIMITED**."

RESOLVED FURTHER THAT the name of the company be and is hereby changed from **IKEDA PRIVATE LIMITED** to **IKEDA LIMITED** by deletion of the word "Private" before the word limited in the name of the company and necessary corrections in the name Clause of the Memorandum and Articles of Association and all such other papers, documents and matters be made to give effects of the changed name accordingly."

FURTHER RESOLVED THAT the word "Private" wherever appearing in the Article of Association of the Company and Memorandum of Association of the Company be and is hereby deleted.

FURTHER RESOLVED that Mr. Manish Kumar Goyal, Director of the Company, be and is hereby authorized to make an application to the Registrar of Companies, NCT Delhi & Haryana for change of status of the company and to do all such acts, deeds and things as may be required to give effect to this resolution"

ITEM NO. 2 MODIFICATION OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013

RESOLVED THAT pursuant to provisions of Section 13 of Companies Act, 2013 and any other applicable provisions, if any, the company be and is hereby alter name clause of Memorandum of Association.

FURTHER RESOLVED that Mr. Manish Kumar Goyal, Director of the Company be and is hereby authorized to make an application to the Registrar of Companies, NCT Delhi & Haryana for change of status of the company and to do all such acts, deeds and things as may be required to give effect to this resolution"

CIN: U72900DL2019PTC354599

IKEDA PRIVATE LIMITED

ITEM No. 3 ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Company (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft set of Articles of Association submitted to this meeting be and hereby approved and adopted in substitution to the existing Articles of Association of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Manish Kumar Goyal Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

For and on behalf of
IKEDA PRIVATE LIMITED



Manish Kumar Goyal
Director

DIN: 08594881

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

Date: 26.05.2022

Place: Delhi

 1800 833 833 4

IKEDA PRIVATE LIMITED

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).

IKEDA PRIVATE LIMITED

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

ITEM NO. 1:

The Company is carrying on the business render software consultancy services, IT Services and consultancy – Software/ Hardware Development, Repair, Maintenance, Data feeding etc. and consultant data design, developers of software and hardware, advisors in providing information system and informational technology solution based on the use of computers, networking equipment, and allied peripherals, intelligent network using a combination of either or all the technologies. The Board considered the expanding the business activities of the Company by converting Private Limited Company to Public Limited Company by alteration in the Article of Association of the Company.

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

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.

ITEM NO. 2

For the purpose of conversion of Private Limited Company to Public Limited Company, it is required to alter the name clause of Memorandum of Association of the Company under section 13 of the Companies Act 2013.

Accordingly yours Directors recommend the resolution set out in Item No. 2 for the approval of the Shareholders.

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.

ITEM No. 3

For the purpose of conversion of Private Limited Company to Public Limited Company, it is required to alter clause of Article of Association (AOA) of the Company under section 14 of the Companies Act 2013.

Accordingly, it is considered expedient to wholly replace the existing AOA by adopting new set of AOA. Accordingly yours Directors recommend the resolution set out in Item No. 3 for the approval of the Shareholders.

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 alterations 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 upto the date of the meeting.

CIN: U72900DL2019PTC354599

IKEDA PRIVATE LIMITED

**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING**

CIN: U72900DL2019PLC354599

Name of the Company: IKEDA Private 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 Third Extra-Ordinary General Meeting of the members of M/s Ikeda Private Limited on Saturday, 28th May, 2022 at 10:00 a.m. (concluded at 11.30 a.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)

IKEDA PRIVATE LIMITED

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 Private 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 Third Extra-Ordinary General Meeting of the members of M/s Ikeda Private Limited on Saturday, 28th May, 2022 at 10:00 a.m. (concluded at 11.30 a.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 _____ 2022.

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 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.

IKEDA PRIVATE LIMITED

ROUTE MAP TO THE VENUE OF THE EGM



