

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA ORDINARY GENERAL MEETING OF M/S IKEDA LIMITED ON THE 03<sup>RD</sup> DAY OF JULY, 2023 AT 11:00 A.M. (CONCLUDED AT 12.30 P.M.) 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. 2,00,00,000 (Rupees Two Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 1/- each to Rs. 2,50,00,000 (Rupees Two Crore and Fifty Lakh) divided into 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of Rs. 1/- each by creation of additional 50,00,000 (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. 2,50,00,000 (Rupees Two Crore and Fifty Lakh) divided into 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of Rs. 1/- (Rupees One) each.”

**“RESOLVED FURTHER THAT** Mr. MANISH KUMAR GOYAL and Mr. RAJESH SWAMI, directors of the Company are hereby authorized to fulfill all the required legal formalities with Registrar of Companies, NCT of Delhi & Haryana and to file e-Forms with the Registrar of Companies and to do all other acts and deeds incidental thereto.”

### **3. TO CONSIDER AND APPROVE ISSUE OF SWEAT EQUITY SHARES:**

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

**“RESOLVED THAT** subject to the provisions of section 54 of the Companies Act, 2013 read with Rule 8 of The Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and any other regulatory approval if required, including any statutory modification(s) or re-enactment(s) thereto, and further subject to consent of members and such other approvals, permissions and sanctions as may be necessary from any other statutory authority and such conditions and modifications as may be prescribed or imposed while granting such approvals consent of the Members, be and is hereby accorded for an allotment of 11,20,000 Sweat Equity Shares of the Company having the face value of Rs. 1/- (Rupees One only) each at a premium of Rs. 0.36/- (Thirty Six Paise Only) aggregating to Rs. 15,23,200/- (Rupees Fifteen Lakh Twenty Three Thousand Two Hundred only) each for a consideration other than cash for the value addition in the company by the respective allottees:

| Sr. No. | Name of the Proposed Allottees | No. of Shares to be issued |
|---------|--------------------------------|----------------------------|
| 1.      | Mr. Manish Kumar Goyal         | 6,20,000                   |
| 2.      | Ms. Ritu Goyal                 | 5,00,000                   |
|         | Total                          | 11,20,000                  |

**RESOLVED FURTHER THAT** the said Sweat equity Shares issued shall be Lock in for a period of 3 years i.e. lock in period up to 03<sup>rd</sup> July, 2026.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall rank pari-passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** necessary entries in respect of allotment of aforesaid Sweat Equity Shares be made in the Register of Members.

**RESOLVED FURTHER THAT Mr. MANISH KUMAR GOYAL and Mr. RAJESH SWAMI,** directors of the Company are hereby authorized to file Return of Allotment of aforesaid shares in E-Form PAS-3 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 to do all such acts, deeds and things as may be required to give effect to this Resolution.

**RESOLVED FURTHER THAT** Mr. Kapoor Chand Garg, a Company Secretary in Whole time Practice, be and is hereby authorized to Pre-Certify the form, if required and to file in the Registrar of Companies.”

**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: 07.06.2023**

**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. 2,00,00,000 (Rupee Two Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Re. 1 (Rupee One) 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. 2,50,00,000 (Rupee Two Crore and Fifty lakhs) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Re. 1 (Rupee One each, 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 members of the Company are hereby informed that in consideration the benefits derived/to be derived by Value Additions continues to be created by Mr. Manish Kumar Goyal and Ms. Ritu Goyal, employee of the Company, the Board in its meeting held on 7<sup>th</sup> June, 2023 has decided to issue sweat equity shares to them. The Board of Directors recommend to issue and allotment of 11,20,000 sweat equity shares of the Company having the face value of Re. 1/- (Rupee One Only) each at a premium of Rs. 0.36 /- (Thirty Six Paise Only) aggregating to Rs.15,23,200/- (Rupees Fifteen Lakhs Twenty Three Thousand and Two Hundred Only) each for consideration other than cash for the value addition in the company by the respective allottees.

| Sr.No. | Name of the proposed Allottees | No. of Shares to be issued |
|--------|--------------------------------|----------------------------|
| 1.     | Mr. Manish Kumar Goyal         | 6,20,000                   |
| 2.     | Mr. Ritu Goyal                 | 5,00,000                   |
|        | <b>Total</b>                   | <b>11,20,000</b>           |

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.

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.

Particulars in respect in terms of Rule 8(2) of Companies (Share Capital and Debentures) Rules 2014:

| Sr. No. | Particulars                                                | Relevant Disclosures                                                                                                                                         |
|---------|------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A.      | The date of Board Meeting at which the proposal            | 07.06.2023                                                                                                                                                   |
| B.      | The reason or justification for the issue                  | The Sweat Equity Shares are issued for the value addition created by Mr. Manish Kumar Goyal and Ms. Ritu Goyal at Re. 1 per share, at premium of 0.36 Paisa. |
| C.      | The class of shares under which sweat equity shares issued | Equity Shares                                                                                                                                                |
| D.      | The total no. of shares to be issued as sweat              | 11,20,000                                                                                                                                                    |

|    |                                                                                                                                    |                                                                                                                                                                                                               |
|----|------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| E. | The Principal Terms and conditions on which sweat equity shares are to be issued including basis of valuation                      | <p>1. The Sweat Equity Shares are issued pursuant to value addition created by Mr. Manish Kumar Goyal and Ms. Ritu Goyal</p> <p>2. Equity shares to be issued shall rank pari passu with existing shares.</p> |
| F. | The time period of association of such person with the Company                                                                     | Since employment in the Company                                                                                                                                                                               |
| G. | The name of Directors and employees to whom sweat equity shares to be issued                                                       | Mr. Manish Kumar Goyal and Ms. Ritu Goyal                                                                                                                                                                     |
| H. | The price at which sweat equity shares are proposed to be issued                                                                   | Having the face value at Re. 1 per (Rupee One Only) share, at premium of 0.36 Paisa (Thirty Six Paisa)                                                                                                        |
| I  | The consideration other than cash, if any to be received for the sweat equity                                                      | The shares are allotted in lieu of value addition created by them.                                                                                                                                            |
| J  | The ceiling on managerial remuneration, if any, breached by issuance of such sweat equity and how it is proposed to be dealt with. | NA                                                                                                                                                                                                            |
| K. | Diluted Earnings Per Share pursuant                                                                                                |                                                                                                                                                                                                               |

|  |                                                                                                                                                                           |  |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|  | to the issue of sweat equity shares, calculated in accordance with the applicable accounting standards (Based on the financial statement of 31 <sup>st</sup> March, 2022) |  |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

**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: 07.06.2023**

**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<br>Folio/DP ID & Client<br>ID |  |
| Name                                     |  |
| Address of<br>Shareholder                |  |

I/We hereby record my/our presence at Extra Ordinary General Meeting of the members of Ikeda Limited will be held on Monday, 3<sup>rd</sup> July 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 Monday, 3<sup>rd</sup> July 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



