

SHORTER NOTICE OF EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE FOURTH EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF IKEDA LIMITED WILL BE HELD ON FRIDAY, 08TH MARCH, 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 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:**1. ITEM NO.1 ISSUE OF SHARES THROUGH PRIVATE PLACEMENT**

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

“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 read with relevant rules framed there under (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 and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors, the consent of the members of the company be and is hereby accorded to the Board to create, offer and/or invite to subscribe, issue and allot 3,61,350 equity shares of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 140/- (Rupees One hundred forty only) i.e. at Rs. 150/- (Rupees One hundred fifty Only) each aggregating to Rs. 5,42,02,500/- (Rupees Five Crores Forty Two Lacs Two Thousand Five Hundred only) on preferential basis through private placement (the “Issue”) to existing members of the company, promoters, bodies corporate and/or other entities and/or other persons whether such persons or entities are members of the company or not by way of private placement 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 set out in the Explanatory Statement annexed to Notice.

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 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 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, matter 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 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: 07.03.2024

Place: Delhi

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

IN RESPECT OF RESOLUTION SET OUT AT ITEM NO. 1

The Company is in requirement of immediate funds to fulfill its immediate working capital requirement for its present and future operations. At the Meeting of the Board of Directors of the Company ("Board") held on 7th March, 2024, the Directors had pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 ("Act") and the Rules framed there under, approved an issue and offer, of 3,61,350 equity Shares of Rs. 10/- each at a premium of Rs. 140/- each to meet the funds requirement on such terms and conditions as may be determined by the Board.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation.

The approval of the Members is accordingly being sought by way of Special Resolution under Sections 42 and 62 of the Act read with the Rules framed there under, for the issue and offer of proposed equity shares on a private placement basis.

Information as required under Rule 13 of the Companies (Share Capital & Debentures) Rules, 2013:

A. Objects and Date of board resolution authorizing of the issue through preferential offer;

The Board, in its Meeting held on 7th March, 2024 explains 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;

3,61,350 equity shares of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 140/- (Rupees One hundred forty only) i.e. at Rs. 150/- (Rupees One hundred fifty Only) each aggregating to Rs. 5,42,02,500/- (Rupees Five Crores Forty Two Lacs Two Thousand Five Hundred only)

C. Price/Price Band at which the allotment is proposed;



The shares are proposed to be issued at Rs.150/- (Rupees One Hundred Fifty only) i.e. Face value of Rs. 10/- (Rupees Ten only) and a Premium of Rs. 140/- (Rupees One Hundred Forty 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 received 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 Valuation Report is based on the financial figures as at 29th February, 2024 as the relevant date for arriving at the agreed price of offer.

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

The Allotment is proposed to be made to the individuals and entities other than existing shareholders.

G. Intention of Promoters/Directors/Key Management Persons to subscribe the offer;

None of the allottees belong to Directors/Key Management person 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 the application money for such securities.

I. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;

S. No.	Name of Allottees	Number of Shares Allotted	Total amount paid (including premium in Rs.)	percentage
1	Gargi Chugh	6,000	9,00,000	0.2
2	Nishant Baranwal	6,000	9,00,000	0.2
3	Sadhna Baranwal	6,000	9,00,000	0.2
4	Vivek Mittal	6,000	9,00,000	0.2
5	Shamik Baranwal	6,000	9,00,000	0.2
6	Mansi Baranwal	3,350	5,02,500	0.1
7	Kavita Bai	28,000	42,00,000	0.97
8	WCA Services Private Limited	2,00,000	3,00,00,000	6.94

9	Lucrum Capital Advisors Private Limited	1,00,000	1,50,00,000	3.47
	TOTAL	3,61,350	5,42,02,500	12.5

J. The change in control, if any, in the company that would occur consequent to the preferential offer;

No change in the control of the Company is intended or expected from the proposed preferential issue except the dilution of percentage of shareholding of promoter group.

K. the 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, the company has offered and allotted 42,01,690 equity shares of Re 1/- each at a premium of Rs. 8.52/- on preferential basis to 13 persons.

L. the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

Not Applicable

M. The pre issue and post issue shareholding pattern of the company in the following format-

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	16,01,195	63.54	16,01,195	55.57
	Bodies corporate	0	0	0	0
	Sub-total	16,01,195	63.54	16,01,195	55.57
2	Foreign promoters	0	0	0	0

	sub-total (A)	0	0	0	0
B	Non-promoters' holding				
1	Institutional investors	0	0	0	0
2	Non-institution				
	Private corporate bodies	0	0	3,00,000	10.41
	Directors and relatives	0	0	0	0
	Indian public	0	0	0	0
	others (including NRIs)	9,18,882	36.46	9,80,232	34.02
	Sub-total (B)	9,18,882	36.46	12,80,232	44.43
	Grand Total	25,20,077	100.00	28,81,427	100.00

The Board recommends passing of the resolution by the members of the Company.

None of the Directors of your Company are concerned or interested in the proposed resolution.

BY ORDER OF THE BOARD OF DIRECTORS

of IKEDA LIMITED



MANISH KUMAR GOYAL

DIRECTOR

DIN: 08594881

Date: 07.03.2024

Place: New 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 08th day of March 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 08th day of March 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):

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.

ROUTE MAP TO THE VENUE OF THE EGM



