

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRD EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF IKEDA LIMITED WILL BE HELD ON MONDAY, 11TH DECEMBER, 2023 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. INCREASE IN REMUNERATION OF MR. RAJESH SWAMI U/S 188 OF THE COMPANIES ACT 2013

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

RESOLVED THAT pursuant to section 188(1)(f) and other applicable provisions, if any, of the Companies Act. ("The Act") including statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time and subject to such approvals, permissions and sanctions, if required and as may be necessary, the consent of the Company be and is hereby accorded to Mr. Rajesh Swami, who falls under the definition of related party u/s 2(76) of the Act an office or place of profit under the Company as a non-executive director or with such designation as the Board of Directors of the Company may, from time to time, decide upon a monthly basic salary and other allowances, benefits, amenities and facilities with effect from 01st April 2024 on the remuneration not exceeding 2,50,000 P.M. or such other permissible total monthly remuneration that may be prescribed in this behalf from time to time under Section 188(1)(f) of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time, and subject to such approvals as be required, the consent of the Company be and is hereby accorded Mr. Rajesh Swami, who falls under the definition of related party u/s 2(76) of the act hold an office or place of profit under the Company as an non-executive director or with such designation as the Board of Directors of the Company may, from time to time, decide, for his appointment and revision of his remuneration for a period of five years from up to a maximum remuneration (excluding reimbursement of expenses, if any) of 60,00,000 (Rupees Sixty Lacs only) per annum as set out in the explanatory statement attached hereto which shall be deemed to form part hereof with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to promote him to higher cadres and/or to sanction his increments and/or accelerated increments within the said cadre or higher cadre as and when the Board of Directors deem fit, subject, however, to the rules and regulations of the Company, force, from time to time, as may be required, pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorized to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution

2. INCREASE IN REMUNERATION OF MR. PURAN PURI U/S 188 OF THE COMPANIES ACT 2013

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

RESOLVED THAT pursuant to section 188(1)(f) and other applicable provisions, if any, of the Companies Act. ("The Act") including statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time and subject to such approvals, permissions and sanctions, if required and as may be necessary, the consent of the Company be and is hereby accorded to Mr. Puran Puri, who falls under the definition of related party u/s 2(76) of the Act an office or place of profit under the Company as a non-executive director or with such designation as the Board of Directors of the Company may, from time to time, decide upon a monthly basic salary and other allowances, benefits, amenities and facilities with effect from 01st April 2024 on the remuneration not exceeding 2,50,000 P.M. or such other permissible total monthly remuneration that may be prescribed in this behalf from time to time under Section 188(1)(f) of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time, and subject to such approvals as be required, the consent of the Company be and is hereby accorded Mr. Puran Puri, who falls under the definition of related party u/s 2(76) of the act hold an office or place of profit under the Company as an non-executive director or with such designation as the Board of Directors of the Company may, from time to time, decide, for his appointment and revision of his remuneration for a period of five years from up to a maximum remuneration (excluding reimbursement of expenses, if any) of 60,00,000 (Rupees Sixty Lacs only) per annum as set out in the explanatory statement attached hereto which shall be deemed to form part hereof with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and

remuneration from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to promote him to higher cadres and/or to sanction his increments and/or accelerated increments within the said cadre or higher cadre as and when the Board of Directors deem fit, subject, however, to the rules and regulations of the Company, force, from time to time, as may be required, pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorized to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution.

For and on behalf of
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: 23.11.2023

Place: New 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**

Mr. Rajesh Swami has completed Post Graduate Degree in Computer Science and he is working as a Director in our Company since October 2019 on a monthly remuneration currently not exceeding INR. 10,74,300 including usual allowances and perquisites and benefits, amenities and facilities applicable to other employees in the similar post within the same grade which is well within the permissible limit of 2,50,000 per month subject to the approval of the Shareholders in the ensuing Extra ordinary General Meeting of the Company, he falls under the definition of related party u/s 2(76) of the act

Mr. Rajesh Swami current salary is not commensurate with the role and responsibility carried out by him. Hence, on the recommendation of the Board of Directors at their Meeting held on 26.10.2023 recommend him maximum upper limit of remuneration (excluding reimbursement of expenses, if any) at ₹ 60,00,000 (Rupees Sixty Lacs only) per annum for a period of five years from subject to the approval of the Shareholders. Further the Board shall have discretion and authority to revise his remuneration from time to time as it may deem fit.

His present Basic Salary is INR. 10,74,300 (including Bonus) plus HRA, CCA, Special and other Allowances etc (excluding reimbursement of expenses) which is well within the maximum limit.

The Board of Directors recommends the passing of the resolutions at Item No.2 of the Notice convening the Meeting for the approval of the Members under section 188 of the Companies Act, 2013 by way of a special resolution.

In respect of Resolution No. 2

Mr. Puran Puri has completed his Post Graduate Degree in Business Administration and he is working as a Director in our Company since April 2021 on a monthly remuneration currently not exceeding INR. 10,74,300 per month (including usual allowances and perquisites and benefits, amenities and facilities applicable to other employees in the similar post within the same grade which is well within the permissible limit of 2,50,000 per month subject to the approval of the Shareholders in the ensuing Extra ordinary General Meeting of the Company. he falls under the definition of related party u/s 2(76) of the act

Mr. Puran Puri current salary is not commensurate with the role and responsibility carried out by him. Hence, on the recommendation of the Board of Directors at their Meeting held on 26.10.2023 recommend him maximum upper limit of remuneration (excluding

reimbursement of expenses, if any) at ₹ 60,00,000 (Rupees Sixty Lacs only) per annum for a period of five years from subject to the approval of the Shareholders. Further the Board shall have discretion and authority to revise his remuneration from time to time as it may deem fit.

His present Basic Salary is INR. 10,74,300 (including Bonus) plus HRA, CCA, Special and other Allowances etc. (excluding reimbursement of expenses) amounts approximately to 30 Lacs per annum which is well within the maximum limit.

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 under section 188 of the Companies Act, 2013 by way of a resolution. In the absence of valid quorum the matter is recommended for the approval of shareholders.

For and on behalf of
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: 23.11.2023

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, New Delhi - 110005

ATTENDANCE SLIP

Registered Folio/DP & Client ID	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 Monday, 11th December 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, 11th December 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 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



ROUTE MAP TO THE VENUE OF THE EGM



