NOTICE

NOTICE is hereby given that the 05th Annual General Meeting ("AGM") of the members of **Ikeda Limited** will be held at 12:00 PM. **on Wednesday, the 11th September, 2024** to seek the consent of the shareholders of the Company ("Members"), on the agenda herein below pursuant to the applicable provisions of the Companies Act 2013, SEBI (LODR) Regulations, 2015 and rules made thereunder at the Corporate Office of the Company at Unit No.402, Tower B4, Spaze I-Tech Park, Sector-49, Sohna Road, Gurugram-122018, Haryana

ORDINARY BUSINESS

1. **To receive, consider and adopt the Standalone Audited Financial Statements for the Financial Year ended on 31st March, 2024 and report of the Board of Directors and Auditors thereon of the Company.**

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

   "**RESOLVED THAT** the Standalone Audited Financial Statements for the financial year ended on March 31, 2024 and Report of the Board of Directors and Auditors of the Company for the financial year ended on March 31, 2024 laid before this meeting, be and is hereby considered and adopted."

2. **To Re-appoint Mr. Rajesh Swami (DIN: 08594898) who retires by rotation and being eligible offers himself for re-appointment as a director of company.**

   To consider and if thought fit, to pass, with or without modifications(s) the following resolution as an **Ordinary Resolution: -**

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajesh Swami (DIN: 08594898), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

3. **To Re-appoint M/s. A K Chanderia & Co. Chartered Accountants (FRN: 010361C) as Statutory Auditors of the Company for the period of 5 years from the conclusion of this Annual General Meeting till the conclusion of 10th Annual General Meeting to be held for the FY 2028-2029**

   To consider and if thought fit, to pass, with or without modifications(s) the following resolution as an **Ordinary Resolution: -**

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with Rule 3 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and as Recommended by Audit Committee and approved by the Board of Directors at their meeting held on 08th August 2024, the consent of members be and is hereby accorded to appoint **M/s. A K Chanderia & Co. Chartered Accountants (FRN: 010361C)** as the statutory auditors of the company for the period of five years from the conclusion of this 05th Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company to be held for the Financial Year 2028-2029 on such remuneration plus reimbursement of service tax, travelling and out of pocket expenses as may be mutually agreed between the management and the auditor.

"**RESOLVED FURTHER THAT** Mr. Manish Kumar Goyal, the Managing Director of the Company be and is hereby authorized to file *e-Form ADT-1* or any other applicable forms with Ministry of Corporate Affairs or any other statutory authority and to do all such acts as may be required in order to give effect to the above resolution."

SPECIAL BUSINESS

4. To Appoint Mr. Shankar Aggarwal (DIN: 02116442) as an Independent Director of the company.

To consider and if thought fit, to pass, with or without modifications(s) the following resolution as a **Special Resolution: -**

"**RESOLVED THAT** Pursuant to the provisions of Section 149, 150 152, 160 and Schedule IV of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any other applicable act/ rules/ regulations including any statutory modification or re-enactment(s) thereof, for the time being in force and as recommended by Nomination and Remuneration Committee and further considered by the Board of Directors at their meeting wherein he was appointed as an Additional Independent Director pursuant to Section 161 of Companies Act, 2013, the approval of members be and is hereby accorded for the appointment of Mr. Shankar Aggarwal (**DIN:** 02116442 and **ID Data bank Registration No.** IDDB-DI-202002-005148), who has submitted a declaration along with the necessary consent(s) that he meets the criteria for Independence as provided under the Act, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from the date of passing of this special resolution.

"**RESOLVED FURTHER THAT** Mr. Manish Kumar Goyal, the Managing Director of the Company be and is hereby authorized to file e-Form MGT-14, DIR-12 or any other necessary e-Forms with the Ministry of Corporate Affairs or any other regulated authority and to do all such acts and take necessary steps as may be necessary, proper and expedient in order to give effect to the above resolution."

By the order of Board of Directors

IKEDA LIMITED
DIRECTOR

Manish Goyal

Place: Gurugram
Date: 17/08/2024

Manish Kumar Goyal
Managing Director
DIN: 08594881

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of proxy in order to be effective, should be deposited at the Corporate Office of the Company duly completed and signed not later than forty-eight hours before the commencement of the meeting. A Proxy form is attached herewith. Proxies submitted on behalf of the limited companies etc. must be supported by an appropriate resolution as applicable.

2. A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

3. Corporate members intending to send their authorized representatives to attend the meeting are require to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the item of the special business to be transacted at the AGM is annexed hereto and forms part of this Notice.

5. Shareholders desiring any information as regards to the accounts are requested to write to the company at an early date so as to enable the management to keep the information ready at the meeting.

6. Members are requested to bring their Copy of the Notice at the Meeting.

By the order of Board of Directors

Manish Goyal

DIRECTOR

Place: Gurugram
Date: 17/08/2024

Manish Kumar Goyal
Managing Director
DIN: 08594881

EXPLANATORY STATEMENT
(Pursuant to Section 102 of Companies Act, 2013)

Item No.4

Mr. Shankar Aggarwal was appointed as an Additional Independent Director of the Company by the Board of Directors on 08th August 2024 pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment.

The brief profile of Mr. Shankar Aggarwal is given below:

Mr. Shankar Aggarwal, a Retired Indian Administrative Service ("IAS") Officer, served as UP Cadre from the year 1980 till September 2016 after successfully completing 36 years of outstanding Civil Service (IAS)

He has an excellent track record of Leadership with innovative thinking, bold initiatives and delivery. He has also been awarded with a Life time Achievement Award by IIT, Roorkee

He has held several key positions as a Secretary of Ministry of Labour & Employment, Ministry of Urban Development, Ministry of Woman and Child Development, Special Secretary/ Additional Secretary of Ministry of Defense and Additional Secretary/ Jt. Secretary of Ministry of Communications and IT.

Prior to assuming charge as IAS Officer, he has worked with TATA Motors as a Program Analyst from 1979 to 1980.

He has also been Independent Directors in other companies which signifies the value of his advice and suggestion towards the development of Board of the Company and in addition to this he has also been a member of several committees of the Board.

Mr. Shankar Aggarwal is a M.Tech (Computer Technology), IIT from Delhi, B.E. (Electronics and Communication) and an IIT graduate from Roorkee with 36 years of experience in Public Administration, Urban Infrastructure & Planning, Corporate Governance, Defense, Industries, Finance, Energy, Labour and Information Technology.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Shankar Aggarwal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Shankar Aggarwal as Independent Director was placed before the Nomination and Remuneration Committee at their meeting held on 08th August 2024 and on recommendation of Nomination & Remuneration Committee he has been appointed as an Additional Independent Director of the Company by the Board of Directors at their meeting held on 08th August 2024 till the ensuing Annual General Meeting and the company herein seeks approval of members for regularizing his appointment as an Independent Director of the company for the period of 5 years from the date of passing of this special resolution.

In the opinion of the Board, Mr. Shankar Aggarwal fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Shankar Aggarwal possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Shankar Aggarwal as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Shankar Aggarwal as an Independent Director is now being placed before the Members in this Annual General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Corporate Office during normal business hours on any working day of the Company.

Mr. Shankar Aggarwal is interested and concerned in the Resolution mentioned at ***Item No. 4*** of the Notice. Other than Mr. Shankar Aggarwal, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at ***Item No. 4*** of the Notice.

The Directors recommend the resolution for approval by the members.

By the order of Board of Directors

IKIDA LIMITED
DIRECTOR

Manish Kumar Goyal
Managing Director
DIN: 08594881

Place: Gurugram
Date: 17/08/2024

ANNEXURE TO ITEM NO.2 AND 4

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS')

Name of Director	**Mr. Rajesh Swami**	**Mr. Shankar Aggarwal**
Designation	**Executive Director**	**Non-Executive Independent Director**
DIN	08594898	02116442
Date of Birth	15/09/1990	22/09/1956
Age	34 years	68 years
Date of Appointment on the Board of Company (immediate previous)	24/10/2019	08/08/2024
Education Qualification	Masters in Computer Science (M.Sc.) from Maharaja Ganga Singh University, Binkaner	Masters in Computer Technology (M.Tech) from IIT Delhi
Relationship with KMP's, Directors	NA	NA
Shareholding in Company	14,08,880 Equity Shares (12.4%)	NA
Experience (in years)	More than 10 years	More than 36 years
Area of Expertise	Telecom Industry, Digital Payments & Cybersecurity	Public Administration, Urban Infrastructure & Planning, Corporate Governance, Defense, Industries, Finance, Energy, Labour and Information Technology
Directorship in other public/ private Company	NA	**Seven (7)** 1) U P Hotels Limited – Director 2) Shivalik Small Finance Bank Limited – Director 3) CSC E-Governance Services India Limited – Director 4) Prudent Arc Limited – Director

		5) Ria General Insurance Limited – Director 6) Skillhub Online Games Federation – Director 7) Systra MVA Consulting (India) Pvt ltd - Consultant
Membership in committee of other public Company	NA	Yes **U P Hotels Limited –** Member of Audit Committee, Chairperson and Member of Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsible Committee **CSC e-Governance Services India Limited** Chairman of Audit Committee and Member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee **Prudent Arc Limited** Member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee **Shivalik Small Finance Bank Limited** Chairman of Board Meeting, Credit & Investment Committee, IT Strategy and Information Systems Security Committee, Willful Defaulter Review Committee and Member of Customer Service

		Committee.

MGT-11
Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014)

Name of the member(s):
Registered Address:
Email id.:
Folio No./Client Id.:
DP Id.:

I/We, being the member(s) of __________shares of above named Company, hereby appoint

1.

Name:
Address:
Email id.:
Signature:

Or failing him/her

2.

Name:
Address:
Email id.:
Signature:

Or failing him/her

3.

Name:
Address:
Email id.:
Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Wednesday, the 11th day of September, 2024 at 12:00 P.M. at the Corporate office of the Company situated at Unit No.402, Tower B-4, Spaze I-Tech Park, Sector-49, Sohna Road, Gurugram-122018, Haryana and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:	**Description**	**For***	**Against***
ORDINARY BUSINESS			
1	To receive, consider and adopt the Standalone Audited Financial Statements for the Financial Year ended on 31st March, 2024 and Report of Board of Directors and Auditors Report thereon		
2	To Re-appoint Mr. Rajesh Swami (DIN: 08594898) who retires by rotation and being eligible offers himself for re-appointment		
3	To re-appoint M/s. A K Chanderia & Co. Chartered Accountants (FRN: 010361C) as Statutory Auditors of the Company for the period of 5 years from the conclusion of this 05th Annual General Meeting till the conclusion of 10th Annual General Meeting to be held for the FY 2028-2029		
SPECIAL BUSINESS			
4	To appoint Mr. Shankar Aggarwal (DIN: 02116442) as an Independent Director of the Company		

Signed this ______day of __________2024

Signature of Shareholder(s)

Affix INR 1 Revenue Stamp

Signature of Proxy Holder(s)

Notes:

Please put a cross (x) in the box in the appropriate column against the respective resolutions.

If you leave the 'For' and 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

A proxy need not be a member of the Company. Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.

This form of proxy, to be effective should be deposited at the registered office of the Company as per details given herein above, not later than 48 hours before the commencement of the aforesaid meeting.

ATTENDENCE SLIP

Folio No. /Client ID: **No. of Shares held:**

I/We hereby record my/our presence at the 05th Annual General Meeting of the Company will be held on Wednesday, the 11th day of September, 2024 at 12:00 P.M. at the Corporate office of the Company situated at Unit No.402, Tower B-4, Spaze I-Tech Park, Sector-49, Sohna Road, Gurugram-122018, Haryana or at any adjournment thereof.

Name of Shareholder (In Block Letters):

Name of Proxy:

(To be filled only when shareholder is appointing Proxy)

(Signature of the Shareholder/Proxy)

ROUTE MAP FOR THE CORPORATE OFFICE OF IKEDA LIMITED REGARDING THE 05TH ANNUAL GENERAL MEETING OF THE COMPANY AT UNIT NO.402, TOWER-B4, SPAZE I-TECH PARK, SECTOR-49, SOHNA ROAD, GURUGRAM-122018, HARYANA AT 12:00 PM