



## IKIO Lighting Limited

**CIN: L31401DL2016PLC292884**

**Registered Office:** 411, Arunachal Building 19 Barakhamba Road,  
Connaught Place Central Delhi DL 110001

**Corporate Office:** D-234, Sector -63, Noida – 201301 (U.P)

**Works:** Plot no. 102, Sector 07, II E, Sidcul Haridwar, 249403

**Telephone No.:** 0120 5084101

**Email:** secretarial@ikiolighting.com; **Website:** <https://ikio.in/>

### NOTICE OF THE 08<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF IKIO LIGHTING LIMITED

## Notice

Notice is hereby given that the 08<sup>th</sup> Annual General Meeting ('AGM') of the members of IKIO Lighting Limited (the Company) will be held on Tuesday the 20<sup>th</sup> Day of August 2024 at 11:00 A.M through Video Conferencing(VC) / Other Audio Visual Means (OAVM), to transact the following business:

#### ORDINARY BUSINESS

##### 1. Adoption of Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2024:

- (a) To receive, consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2024 together with Reports of Directors and Auditors thereon, and
- (b) To receive, consider and adopt the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2024 together with Reports of Auditors thereon 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 134 of the Companies Act, 2013 the Standalone & Consolidated Financial Statements containing the Balance Sheet as at March 31, 2024 and the Profit and Loss Accounts ended on that date, Cash Flow Statements along with the notes and schedules appended thereto and the reports of Auditors and Board of Directors thereon, be and are hereby adopted.”

##### 2. To Declare Final Dividend of Re. 1/- Per Equity Share For The Financial Year 2023-24.

To approve and declare the payment of Final Dividend of Re. 1 (Rupee One) per equity share of face value of ₹ 10/- each for the year ended March

31, 2024, and in this regard, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** a final Dividend of Re. 1/- per equity share of face value of ₹ 10/- each aggregating to ₹ 7,72,80,701 as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024, be and is hereby declared and the same be paid to the eligible members of the Company as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.”

3. To appoint a director in place of Mrs. Surmeet Kaur (DIN 00118695), who retires by rotation and being eligible, offers herself for re-appointment and, if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mrs. Surmeet Kaur (DIN 00118695), who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby appointed as Director of the Company.”

#### SPECIAL BUSINESS

##### 4. Appointment of Ms. Rachana Chowdhary (DIN: 06407501) as an Independent Woman Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),



in accordance with the Articles of Association and Nomination and Remuneration Policy of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Rachana Chowdhary (DIN: 06407501) who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from May 24, 2024 in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as an Independent Woman Director of the Company, who is not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years from May 24, 2024 to May 23, 2027;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

##### 5. To ratify the “ILL EMPLOYEES STOCK OPTION SCHEME, 2022 (“ESOS 2022”)”

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

**“RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed in the 7<sup>th</sup> Annual General Meeting of the Company held on September 14<sup>th</sup>, 2023, pursuant to the Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“the Act”), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force), if any, provisions contained in the Memorandum of Association (“MOA”) and the Articles of Association (“AOA”) of the company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 as amended from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and

sanctions, which may be agreed to by the Board of Directors of the company (hereinafter referred to as the “Board” which term shall be deemed to include any Board Committee, including the Nomination & Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 based on the recommendation of the Nomination & Remuneration Committee, “ILL Employees Stock Option Scheme 2022” (“ESOS 2022”), as approved by the shareholders of the Company in the Annual General Meeting held on September 16<sup>th</sup>, 2022, prior to Initial Public Offering (IPO) of shares of the Company, **be and is hereby ratified within the meaning of Regulation 12** of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and the consent of the Company be and is hereby accorded to create, grant, offer, issue, vest and allot from time to time, in **one or more tranches** to the eligible employees of the company, as defined under the ESOS 2022 and to such other persons as may from time to time be allowed to be eligible for the benefits of the employee stock option Scheme under applicable laws and regulations prevailing from time to time, under ESOS 2022, as may be decided by the Board, such number of options which shall not exceed 22,50,000 exercisable into equity shares not exceeding 22,50,000 equity share of the company (or such adjusted numbers from any bonus, stock splits, or consolidation or other re-organisation of the capital structure of the Company, as may be applicable, from time to time), subject to such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of applicable laws including the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, the Act and provisions of the ESOS 2022.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make any modifications or revisions to ESOS 2022 as it may deem fit, from time to time, provided that the same is in conformity with the Act, as amended, the Companies (Share Capital and Debenture) Rules, 2014, as amended, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended, the Memorandum and Articles of Association of the company and any other applicable laws, rules and regulations thereunder.

**RESOLVED FURTHER THAT** the Board is hereby authorized to issue and allot equity shares

upon exercise of options from time to time in accordance with the ESOS 2022 and such equity shares shall rank pari passu with all other Shares of same class issued by the company after the date of allotment.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

**RESOLVED FURTHER THAT** Mr. Hardeep Singh, Managing Director, Mrs. Surmeet Kaur Whole-time Director and Mr. Sanjeet Singh Whole-time Director of the company be and are hereby severally authorized to finalise, sign and execute any document, deed, agreement, letter or any such writing on behalf of the company and do all such acts deeds and things as may be necessary and/or expedient in the interest of the company in order to give effect to the above resolution."

**6. To grant approval for Employee Stock Options to the Employees of Group Company(ies) including Subsidiary Company(ies) or Associate Company(ies) under "ILL EMPLOYEES STOCK OPTION SCHEME, 2022 ("ESOS 2022")"**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 ("Act"), if any, read with rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), read with all circulars and notifications, if any, issued thereunder to the extent applicable, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any other applicable laws (including any statutory modification(s) or reenactment(s) thereof for the time being in force), 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 prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded for ratification of the "ILL Employees Stock Option Scheme 2022" ("ESOS 2022"), originally approved prior to the Initial Public Offer by Members of the Company at their Annual General Meeting held on September 16, 2022 and to grant their approval for Employee Stock Options to The Employees of Group Company(ies) including Subsidiary Company(ies) or Associate Company(ies) under "ILL EMPLOYEES STOCK OPTION SCHEME, 2022 ("ESOS 2022") and authorize to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under the SEBI SBEB & SE Regulations to offer, create and grant from time to time, in one or more tranches, such number of employee stock options under the Scheme within the limit prescribed therein to or for the benefit of such eligible employees as designated within the meaning of the Scheme, of the group company(ies) including subsidiary company(ies) or associate company(ies), whether in or outside India, exercisable into corresponding number of equity shares of face value of ₹10/- (Rupee Ten only) each fully paid-up, where one employee stock option would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and for matters connected therewith or incidental thereto."

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the 08<sup>th</sup> AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual



means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 08<sup>th</sup> AGM has been uploaded

on the website of the Company at [www.ikio.in](http://www.ikio.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. 08<sup>th</sup> AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING 08<sup>TH</sup> ANNUAL GENERAL MEETING ARE AS UNDER:-

**The remote e-voting period begins on Saturday, August 17, 2024, at 09:00 A.M. and ends on Monday, August 19, 2024, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 13, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 13, 2024.**

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDEAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## **B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mehakgupta.associates@gmail.com](mailto:mehakgupta.associates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Abhishek Mishra at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@ikiolighting.com](mailto:secretarial@ikiolighting.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial@ikiolighting.com](mailto:secretarial@ikiolighting.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)



3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 08<sup>TH</sup> AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 08<sup>TH</sup> AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access**

**to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@ikiolighting.com](mailto:secretarial@ikiolighting.com). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the 08<sup>th</sup> AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

#### IKIO LIGHTING LIMITED

**(Sandeep Kumar Agarwal)**

Company Secretary &  
Compliance Officer

Place : Noida  
Dated : May 24, 2024

M. No : A66255



### Item No. - 3

#### **Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.**

1	Name of the Director	Mrs. Surmeet Kaur
2	DIN	00118695
3	Age	63 Years
4	Qualification	BA (Honours)
5	Experience and Expertise in specific functional area	More than two decades of experience - Her Skills/ Expertise/Competencies in the field of Public Relations, Corporate Social Responsibility and Human Resources Management etc
6	Terms and conditions of appointment or re appointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company as placed on the Company's website. Mrs. Surmeet Kaur is whole time director of the Company, liable to retire by rotation and being eligible, offer herself for re-appointment.
7	Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Remuneration sought to be paid - ₹ 0.66 Million per month, remuneration last drawn - 79.20 Million
8	Date of first appointment on the Board	21-03-2016
9	Shareholding in the Company	29.76% (2,30,00,000 equity Shares)
10	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Hardeep Singh (Managing Director) - Spouse, Mr. Sanjeet Singh (Whole Time Director) - Son in Law.
11	Number of Meetings of the Board attended during the year	7/7 (all meetings)
12	Other Directorships	Raina Metaltech Private Limited, Royalux Export Private Limited
13	Membership/ Chairmanship of Committees of other Boards as on March 31, 2024	Membership in CSR Committee & Stakeholders' Relationship Committee
14	Resignation from listed entities in the past three years	Nil.

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

#### **Item No. – 4**

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC") has appointed Ms. Rachana Chowdhary (Din: 06407501) as an Additional Director in the capacity of Independent Woman Director of the Company with effect from May 24, 2024 in terms of Section 161 of the Act. The "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Ms. Rachana Chowdhary, as an Additional Director, holds office upto the date of this Annual General Meeting. Ms. Rachana Chowdhary is not debarred from appointment by any order of SEBI or any other authority.

Ms. Rachana Chowdhary has consented to be an Independent Director of the Company and has also submitted the necessary disclosures and declarations as required for such appointment. Ms. Rachana Chowdhary is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("Act"). The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Rachana Chowdhary for the office of Director of the Company.

The desired attributes required of an Independent Director were identified based on the evaluation of the balance of skills, knowledge, and experience on the Board, by the Nomination and Remuneration Committee. Ms. Rachana Chowdhary meets the skills and capabilities required for the role as an Independent Woman Director, as identified by the Nomination and Remuneration Committee:

Relevant documents in respect of the said item are open for inspection. These documents will be available for electronic inspection by Members without any fee.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the proposed Special Resolution as set out in Item No. 4 of the Notice

#### **Brief profile of Ms. Rachana Chowdhary is as under:**

Ms. Rachana Chowdhary is a distinguished global communications leader renowned for her expertise in empowering small and medium-sized businesses through strategic digital publishing and outreach. As a recipient of the prestigious USCIS Einstein Visa (EB1A) in October 2023, she has been recognized among the world's top 5 women entrepreneurs. Ms. Rachana Chowdhary has also received the Atlas Lifetime Achievement Award from the Public Relations Society of America (PRSA) for her significant contributions



to international public relations. She holds Doctorate (Ph.D) in Global Marketing & Communications, Diploma in Public Relations and Diploma in Sales and Marketing Management. She has more than two decades of working experience. She is a founder of MVW Network International Private Limited.

### Item No. – 5 & 6

The Company appreciates the critical role, its key employees play in the organizational growth. It strongly feels that the value created by its key employees should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize senior and critical talents in line with corporate growth and creation of shareholders' value, the Company implemented an employee stock option Scheme namely "ILL Employees Stock Option Scheme 2022" ("ESOS 2022") for employees including directors of the Company and group company(ies) including subsidiary company(ies) and associate company(ies) (other than promoters and persons belonging to the promoter group, independent directors and directors either himself/herself or through his/her relative or through any body corporate holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), as eligible and defined under the scheme. In view of above, the Board of Directors and Members of the Company had approved the Scheme prior to the listing of the Equity Shares of the Company.

In terms of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the Scheme formulated prior to the listing of Equity Shares of the Company is further required to be ratified by the Members post listing of the Equity Shares of the Company.

Accordingly, the Scheme is placed before the Members for ratification in terms of the aforesaid SEBI SBEB & SE Regulations after which your Company would be able to grant Options under the Scheme and issue Shares under the Scheme. The aforesaid proposals are not detrimental to the interests of any existing option grantees/employees.

The said proposal of ratification of the Scheme was already approved by the Board of Directors ("Board") of the Company in their meeting held on May 13, 2024.

Disclosures required pursuant to the regulation 6(2) of SEBI SBEB & SE Regulations is provided hereunder for the consideration of the Members:

#### a) Brief description of the Scheme:

The Scheme provides for grant of employee stock options ("Options") to the eligible employees including directors (collectively referred to as "employees") of the Company, its subsidiary company(ies) and its group companies/associates,

as may be permissible under the Companies Act and the SEBI SBEB & SE Regulations.

Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be allotted by the company subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall superintend and administer the Scheme with terms of reference of such powers as delegated by the Board or as are available under the applicable laws. All questions of interpretation of the Scheme shall be determined by the Committee as per terms of the Scheme and applicable laws.

#### b) Total number of Options to be offered and granted:

Pursuant to Clause no 3 of ILL ESOS 2022 scheme, the Board and the shareholders of the Company in their meetings held on September 14, 2022 and September 16, 2022 have resolved to issue Options Exercisable into a maximum of 22,50,000 Shares. It is further clarified that the above number only sets out a maximum number of Shares to be issued in terms of this ESOS 2022 and does not impose an obligation on the Company to mandatorily issue Options.

The total of 22,50,000 (Twenty Two Lacs Fifty Thousand Only) Options would be available for being granted to the eligible employees of the Companies under the Scheme. Each Option when exercised would be converted into one equity share of face value of ₹10/- (Rupee Ten only) each fully paid-up.

Pursuant to Clause no 3.4 of ESOS 2022 scheme, Options not Vesting due to non-fulfillment of the stipulated conditions, Vested Options which the Option Grantees have expressly refused to Exercise within the Exercise Period and any Options issued but not Vested or Exercised within the stipulated time due to any reasons, shall lapse and these Options will be available for issue by the ESOS Administrator to any Employee(s) as it may deem fit in its absolute discretion, whether under the ESOS 2022 or under a new scheme, subject to compliance of the provisions of applicable law. The terms and conditions relating to re-issuance of such lapsed Options, as aforesaid, will be determined by the ESOS Administrator at a time as it may deem fit in its absolute discretion, subject to compliance with Applicable Law.

**c) Identification of classes of employees entitled to participate in the Scheme and be beneficiaries in the Scheme:**

**Employee**, means -

- (i) an employee as designated by the Company who is exclusively working in India or outside India; or
  - (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
  - (iii) an employee as defined in (i) or (ii) of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company,
- but does not include -
- (a) an employee who is a promoter or belongs to the promoter group or
  - (b) a director who either himself or through his relative or through a body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

**d) Requirements of vesting and period of vesting:**

Subject to the Vesting Conditions and the other terms and conditions of the ESOS 2022, the Options issued to an Option Grantee would vest not less than 1 (one) year and not more than 4 years from the date of grant of the Options. The specific Vesting schedule and conditions subject to which Vesting would take place would be outlined in the Employee Stock Option Agreement executed with the Employee at the time of grant of the Options. (Pursuant to Clause no 6 of ESOS 2022 Scheme).

Further, Pursuant to Clause no 7 of ESOS 2022 Scheme, the Vesting of Options and issuance or acquisition of Shares pursuant to Exercise of Options shall be subject to the following terms and conditions in addition to the other provisions of the ESOS 2022;

- (i) **While in Employment:** Vested Options can be Exercised as per the prescribed Schedule mentioned in Letter of Grant or as approved by ESOS 2022.
- (ii) **Resignation:** All Vested Options, held as on the date of resignation can be Exercised within one month from the date of resignation. All the Unvested Options on the date of resignation / termination shall stand cancelled with effect from that date.

- (iii) **Termination other than for Cause:** Subject to Clause 6.1 all Vested Options, held as on the date of termination other than for Cause can be Exercised within one month from the date of termination of the services of the Option Grantee. All the Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.

- (iv) **Termination for Cause:** All Vested Options which were not exercised at the time of such termination and all Unvested Options shall stand cancelled with effect from the date of such termination. The ESOS Administrator in its sole discretion shall decide whether an act or omission constitutes a Cause.

- (v) **Death:** All Vested Options outstanding on the date of death of an Option Grantee may be Exercised by the nominees or legal heir(s) of the deceased Option Grantee within three months from the death of such deceased Option Grantee; provided however that the legal heir(s) and nominees shall be required to provide indemnities in favour of the Company. Further, legal heirs shall produce all documents as may be required by the Company to prove the succession of the assets of the deceased Option Grantee. In case probate or proof of succession is not submitted within three month from the date of death of the deceased Option Grantee or such further time as the ESOS Administrator permits in its absolute discretion, the Vested Options shall lapse and shall be under the sole discretion of ESOS administrator. Further, the unvested options shall lapse on the death of the employee.

- (vi) **Permanent Incapacity:** All Vested Options and Unvested Options outstanding on Adopted by the Board: 14<sup>th</sup> September 2022 the date of Permanent Incapacity of an Option Grantee may be Exercised within three months from the date on which such Option Grantee has suffered a Permanent Incapacity. In the event of death of the Option Grantee before the expiry of Three months from the date of such Permanent Incapacity, the nominees or legal heir(s) of such Option Grantee will be allowed to Exercise all Vested Options of the Option Grantee before the expiry of Three months from the date of death and the provisions of Clause 7.4 (e) above shall be applicable, mutatis mutandis.

- (vii) **Abandonment:** All Vested Options and Unvested Options which are not exercised at the time of abandonment of employment shall stand cancelled. The ESOS Administrator may in its sole discretion decide whether an act or omission constitutes abandonment of employment.



(viii) **Separation from employment for any other reason apart from those mentioned above:**

The ESOS Administrator will decide whether the Vested Options or Unvested Options or both, as on the date of separation, can be Exercised by the Option Grantee or not, and such decision shall be binding and final.

The Vested Options and the Unvested Options of an Option Grantee who has been suspended from the services of the Company, or to whom a show cause notice has been issued, or against whom an enquiry is being or has been initiated, for any reason whatsoever, including but not limited to, misconduct, violation of the Company's policies, codes of the Company or terms of employment or for having committed or abetted any illegal or unlawful activity may, on the recommendation of the management, be suspended or kept in abeyance or cancelled at the sole discretion of the ESOS Administrator. Options that have been suspended or kept in abeyance may be Vested in the Option Grantee concerned on such additional terms and conditions, as may be imposed by the ESOS Administrator in its absolute discretion. Cancelled Options, if any, shall be treated as lapsed Options and shall be available for issuance to other Employees, as provided under Clause 3.4.

e) **The maximum period within which the Options shall be vested:**

Subject to the Vesting Conditions and the other terms and conditions of the ESOS 2022, the Options issued to an Option Grantee would vest not less than 1 (one) year and not more than 4 years from the date of grant of the Options. The specific Vesting schedule and conditions subject to which Vesting would take place would be outlined in the Employee Stock Option Agreement executed with the Employee at the time of grant of the Options.

f) **The exercise price or pricing formula:**

The exercise price per Option shall be determined by the ESOS Administrator which in any case shall not be less than the face value of the share of the Company as on date of grant.

g) **The exercise period and the process of exercise:**

The vested Options can be exercised by the employees within an exercise period as set out in this ESOS 2022 or as may be determined by the ESOS Administrator.

However, in case of death, All Vested Options outstanding on the date of death of an Option Grantee may be Exercised by the nominees or

legal heir(s) of the deceased Option Grantee within three months from the death of such deceased Option Grantee; provided however that the legal heir(s) and nominees shall be required to provide indemnities in favour of the Company. Further, legal heirs shall produce all documents as may be required by the Company to prove the succession of the assets of the deceased Option Grantee. In case probate or proof of succession is not submitted within three month from the date of death of the deceased Option Grantee or such further time as the ESOS Administrator permits in its absolute discretion, the Vested Options shall lapse and shall be under the sole discretion of ESOS administrator. The Option will lapse if not exercised within the specified exercise period. Further, the unvested options shall lapse on the death of the employee.

h) **The appraisal process for determining the eligibility of the employees for the Scheme:**

The ESOS Administrator may, within ESOS 2022, identify and classify the employees in various categories for determining the periods of vesting, exercising and granting of options. The identified employees of the Company may be classified into different categories, based on the Organisational Structure of the Company.

The ESOS Administrator shall indicate the manner of identification and basis of classification in a pre-determined format which shall cover all eligible and identified employees under ESOS 2022.

i) **Maximum number of Options to be issued per employee :**

Each Category of identified and eligible employees may have such granting, vesting and exercise schedules as deemed fit, by the ESOS Administrator. The ESOS Administrator will also be authorized to limit the number of options and specify the minimum and/or maximum number of options to be issued to every employee under each such category, as deemed fit.

j) **Maximum quantum of benefits to be provided per Employee under the Scheme:**

The maximum quantum of benefits that will be provided to any employee under the Scheme will be the difference between the market value of Company's equity shares on the Stock Exchanges as on the date of exercise of options and the exercise price paid by the employee.

k) **Whether the Scheme is to be implemented and administered directly by the Company or through a trust:**

The Scheme shall be implemented and administered directly by the Company, through



the Nomination and Remuneration Committee (which shall be designated as the Compensation Committee for the purposes of the Scheme) duly constituted by the Board from time to time.

**l) Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:**

The Plan contemplates fresh issue of shares by the Company.

**m) The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

This is currently not contemplated under the Scheme.

**n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan:**

This is not relevant under the Plan as the Plan contemplates using fresh shares to be issued by the Company.

**o) Disclosure of Accounting Policies:**

The Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the SEBI SBEB & SE Regulations.

**p) Method of option valuation:**

Subject to Clause 15 of ESOS 2022 Scheme, the method used for the valuation of options is the net asset value (**NAV**) methodology or DCF method or any other acceptable method of valuation, as per Applicable Law. Pursuant to the listing of shares of the Company, the manner of valuation shall be as per the provisions of SEBI (SBEB) Regulations, as applicable to the Company from time to time.

**q) Statement with regard to Disclosure in Director's Report:**

As the company is adopting the fair net asset value (**NAV**), presently there is no requirement for disclosure in the Director's report. However, if in future, the Company opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the net asset value (**NAV**), shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' report.

**r) Period of Lock-in:**

Subject to Clause 7.4 of ESOS 2022 Scheme and any terms agreed upon with an Employee, no Option Grantee will be entitled to transfer the Shares, which may be issued, allotted or acquired on Exercise of the Options issued pursuant to the ESOS 2022 to any third party until completion of lock in period as mentioned in the Letter of Grant.

**s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:**

Subject to the provisions of the applicable laws, the ESOS administrator shall determine the procedure for buy-back of specified securities issued pursuant to exercise of Options granted under the Scheme if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

The Plan implemented by the Company is in conformity with the provisions of SEBI SBEB & SE Regulations. A copy of the Plan and the certificate from the secretarial auditors of the company that the ESOS 2022 have been implemented in accordance with SEBI SBEB & SE Regulations is available in the electronic mode for inspection during office hours on all working days till the date of the conclusion of this AGM. Members seeking to inspect such documents can send the e-mail to [secretarial@ikiolighting.com](mailto:secretarial@ikiolighting.com).

Directors/Key Managerial Personnel/their relatives who are/ may be granted stock options under ESOS 2022 may be deemed to be concerned or interested in the resolution to the extent of stock options granted / to be granted pursuant to the Plan and to the extent of their shareholding in the Company, if any.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolutions set out at Item No. 5 & 6 for approval of the Members as Special Resolution.

**IKIO LIGHTING LIMITED**

**(Sandeep Kumar Agarwal)**

Company Secretary &  
Compliance Officer

Place : Noida  
Dated : 24<sup>th</sup> May, 2024

M. No : A66255