



**IKIO Lighting Limited**

**CIN - L31401DL2016PLC292884**

**Registered Office :- 411, Arunachal Building 19 Barakhamba Road,**

**Connaught Place Central Delhi DL 110001 India**

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

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

**Telephone No – 0120 7185862,**

**Email Id:-secretarial@ikiolighting.com**

**Website:- <https://ikio.in/>**

**POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and and the Circulars issued by the Ministry of Corporate Affairs, Government of India]**

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, January 14, 2025
End of e-voting:	5:00 p.m. (IST) on Wednesday, February 12, 2025

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "**Act**"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "**Management Rules**"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023, 09/2024 dated 1September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company (as on the Cut-off Date), through Postal Ballot (the "**Postal Ballot**") only by way of remote e-voting ("**e-voting**") process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("**the Notice**" or "**the Postal Ballot Notice**").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**LODR Regulations**") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting Postal Ballot forms. Accordingly, the Postal Ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board has appointed Ms. Mehak Gupta, Practicing Company Secretary (Membership No. FCS 10703 and C.P.No.15013) as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating e-voting.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on 12th February, 2025. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit her report to the Chairman of the Company (the "**Chairman**") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. 12th February, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority in terms of Secretarial Standards on General Meeting (SS- 2) issued by ICSI.

### **SPECIAL BUSINESS:**

#### **RESOLUTION NO.: 1**

#### **TO CONSIDER AND APPROVE THE CHANGE IN NAME OF THE COMPANY FROM `IKIO LIGHTING LIMITED' TO `IKIO TECHNOLOGIES LIMITED' AND CONSEQUENTIAL ALTERATION TO MEMORANDUM AND ARTICLES OF ASSOCIATION 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(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government / Stock Exchange(s) / appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the company from "**IKIO Lighting Limited**" to "**IKIO Technologies Limited**"

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be altered as under:

***"The Name of the Company is IKIO Technologies Limited."***

**RESOLVED FURTHER THAT** the new name of the Company be given effect from the date of issue of fresh certificate of incorporation consequent to change in name by the Registrar of Companies and accordingly the name "IKIO Lighting Limited" wherever it occurs in the Memorandum of Association and Articles of Association of the Company and in other documents and places be substituted by the name "IKIO Technologies Limited"

**RESOLVED FURTHER THAT** any one of the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents drafts, amendments, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar of Companies (ROC) and to settle and finalise all issues that

may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

## **RESOLUTION NO.: 2**

### **TO CONSIDER AND APPROVE CHANGE IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 4, 13, and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under and subject to necessary approval of the concerned Registrar of Companies, Ministry of Corporate Affairs, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and from any other competent Authorities, consent of the shareholders by way of Special Resolution be and is hereby accorded to alter clause IIIA of the Memorandum of Association of Company i.e. to the Main Object clause III(A) of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

1. To carry on in India or abroad the business of manufacturing, fabricating, trading, designing, building, installing, buying, selling, importing, and exporting all types of electronics goods, parts, gadgets, instruments, appliances, LED lights, LED fixtures, LED drivers, and controller devices;
2. To engage in the manufacturing, fabricating, trading, designing, building, installing, buying, selling, importing, and exporting of consumer durables, electronic products, home appliances, industrial products, communication devices, medical equipment, solar panels, and wearable technologies;
3. To carry on the business of manufacturing, fabricating, trading, designing, installing, buying, selling, importing, and exporting of information technology products, Internet of Things (IoT) devices, artificial intelligence based products, wireless products, and related equipment's, including but not limited to:
  - Digital screens, displays, computers, laptops, servers, and their accessories;
  - Home appliances such as air/water purifiers, water dispensers, heaters, fans, and cooking appliances;
  - Consumer electronics like smart phones, mobile devices, wearables, fitness trackers, headphones, and wireless equipment;
  - Security systems, CCTV cameras, alarms, biometric products, and telecommunication devices;
  - Medical equipment's and diagnostic tools;
4. To design, develop, assemble, manufacture, distribute, market, sell, import, export, service, and repair all types of fire alarm systems, sensors, and related products;
5. To act as designers, manufacturers, producers, assemblers, importers, exporters, buyers, sellers, dealers, stockiest, suppliers, contractors, repairers, and hirers of all kinds of electrical and non-electrical home appliances;
6. To undertake, promote, and engage in research and development, testing, and innovation related

to the above categories of products, including:

- Development of new products, services, processes, and technologies;
- Enhancement of existing designs, methods, and technologies;
- Conducting feasibility studies, market research, and innovation assessments.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clause as may be directed by the Registrar of Companies and to modify the same accordingly;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms.”

### **RESOLUTION NO.: 3**

#### **TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. CHANDRA SHEKHAR VERMA (DIN: 00121756) AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND CONSECUTIVE TERM OF FIVE YEARS**

To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment & Qualification of Directors) Rule, 2014 and applicable Regulations of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company at their respective meetings held on January 08, 2025, Mr. Chandra Shekhar Verma (DIN-**00121756**), Independent Director of the Company, who holds office upto April 13, 2025 and who being eligible for re-appointment as an Independent Director for second term has given his consent along with a declaration that he meets the criteria of independence as specified under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and in respect of whom the Company has received a Notice in writing from a shareholder under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from April 14, 2025 to April 13, 2030;

**RESOLVED FURTHER THAT**, to give effect to the above resolutions, the Board of Directors, Mr. Hardeep Singh, Chairman & Managing Director, Mrs. Surmeet Kaur, Whole Time Director, Mr. Sanjeet Singh, Whole Time Director and Mr. Sandeep Kumar Agarwal, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.”

#### **RESOLUTION NO.: 4**

#### **TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. KISHORE KUMAR SANSI (DIN: 07183950) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND CONSECUTIVE TERM OF FIVE YEARS**

To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment & Qualification of Directors) Rule, 2014 and applicable Regulations of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company at their respective meetings held on January 08, 2025, Mr. Kishore Kumar Sansi (DIN-**07183950**), Independent Director of the Company, who holds office upto April 13, 2025 and who being eligible for re-appointment as an Independent Director for second term has given his consent along with a declaration that he meets the criteria of independence as specified under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and in respect of whom the Company has received a Notice in writing from a shareholder under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from April 14, 2025 to April 13, 2030;

**RESOLVED FURTHER THAT**, to give effect to the above resolutions, the Board of Directors, Mr. Hardeep Singh, Chairman & Managing Director, Mrs. Surmeet Kaur, Whole Time Director, Mr. Sanjeet Singh, Whole Time Director and Mr. Sandeep Kumar Agarwal, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.”

#### **RESOLUTION NO.: 5**

#### **TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. ROHIT SINGHAL (DIN: 05272543) AS THE NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND CONSECUTIVE TERM OF FIVE YEARS**

To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment & Qualification of Directors) Rule, 2014 and applicable Regulations of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company at their respective meetings held on January 08, 2025, Mr. Rohit Singhal (DIN-**05272543**), Independent Director of the Company, who holds office upto April 19, 2025 and who being eligible for re-appointment as an Independent Director for second term has given his consent alongwith a declaration that he meets the criteria of independence as specified under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and in respect of whom the Company has received a Notice in writing from a shareholder under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from April 20, 2025 to April 19, 2030;

**RESOLVED FURTHER THAT**, to give effect to the above resolutions, the Board of Directors, Mr. Hardeep Singh, Chairman & Managing Director, Mrs. Surmeet Kaur, Whole Time Director, Mr. Sanjeet Singh, Whole Time Director and Mr. Sandeep Kumar Agarwal, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.”

**BY ORDER OF THE BOARD  
FOR IKIO LIGHTING LIMITED**

Sd/-

**( Sandeep Kumar Agarwal)**

**Company Secretary & Compliance Officer**

Place : Noida

Dated : 08<sup>th</sup> January, 2025

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 (“Act”) setting out all material facts and reasons for the proposed resolution is annexed hereto and forms part of this notice.
2. Kindly note that as per the circular and guidelines issued by the MCA vide MCA Circulars, the Notice of Postal Ballot would be sent in electronic mode only to those Members who have registered their e-mail addresses with the Company or Depository Participant/ Depository/ RTA.
3. The Members will have the option to vote only through remote e-Voting and voting through physical ballot papers will not be provided.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories as on the close of business hours on Friday, January 10, 2025 (“Cut-off date”). Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.ikio.in](http://www.ikio.in), websites of the Stock Exchanges i.e. BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The date of completion of sending the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Business Standard (All India Edition) in English language; and (ii) Jan Satta (All Edition) in Hindi, having wide circulation in the district where the Registered Office of the Company is situated.
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-Voting. A person who is not a Member as on the Cut-off date should treat this notice for information purposes only.
8. Pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide remote e-Voting facility to all its Members, to enable them to cast their votes electronically. For this purpose, the Company has availed the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically. Instructions for the process to be followed for remote e-Voting are annexed to this Postal Ballot Notice.
9. A Member cannot exercise his vote by proxy on Postal Ballot.
10. There will be one e-Vote for every Folio/ Client ID irrespective of the number of joint holders.

11. A Member need not use all his/ her/ its votes nor does he/ she/ it need to cast all his/ her/ its votes in the same way.
12. Institutional investors are encouraged to vote on the Postal Ballot. Corporate Members are required to send a scanned copy (PDF/ JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutinizer by email through its registered email address to [mhkgupta18@gmail.com](mailto:mhkgupta18@gmail.com) with a copy marked to NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com).
13. The e-Voting period commences on Tuesday, January 14, 2025 from 9.00 A.M. (IST) and ends on Wednesday, February 12, 2025 at 05:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the Cut-off date, i.e., Friday, January 10, 2025, may cast their vote electronically. The e-Voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
14. The resolution, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e., Wednesday, February 12, 2025, Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement, resolutions of the Board of Directors, Memorandum and Articles of Association of the Company are available for inspection by the Members at the Company's Registered Office between 11.00 A.M. (IST) and 1.00 P.M. (IST) on all working days except holidays from the date of dispatch of this Postal Ballot Notice and up to the date of closure of Postal Ballot. Members may also write to [secretarial@ikiolighting.com](mailto:secretarial@ikiolighting.com) for inspection of the relevant document(s).
15. The Company has appointed Ms. Mehak Gupta (FCS 10703) proprietor of M/s. Mehak Gupta & Associates, Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of the e-Voting, provide their report to the Chairman/ a person authorised by him. The Scrutinizer's decision on the validity of the e-Votes shall be final.
17. The results of the postal ballot through e-Voting will be announced on or before Friday, February 14, 2025. The results, together with the Scrutinizer's Report, will be uploaded on the Company's website at [www.ikio.in](http://www.ikio.in), on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) besides being communicated to BSE and NSE.
18. INSTRUCTIONS FOR VOTING:

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level. Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 Ids in their demat accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular Login method for e-Voting for individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

**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 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="667 1077 1428 1615">1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 and voting during the meeting.</li> <li data-bbox="667 1648 1428 1798">2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="667 1832 1428 2020">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 “<b>Login</b>” which is available under</li> </ol>



‘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 **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 and voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. 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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. 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. 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.
3. bsite directly.
4. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

	<p>5. 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 and voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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. 1800-21-09911

**B) Login Method 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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)
  - (iii) 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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 [mhkgupta18@gmail.com](mailto:mhkgupta18@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 Ms. Pallavi Mhatre, Sr. Manager, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 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 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.

**IKIO LIGHTING LIMITED**

Sd/-

( Sandeep Kumar Agarwal)

**Company Secretary & Compliance Officer**

M.No : A66255

Place : Noida

Dated : 08<sup>th</sup> January, 2025

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

**Item No. 1**

The Members may note that the Board of Directors of the Company by passing resolution by circulation on Monday, December 02, 2024 decided to change the name of the Company from “IKIO Lighting Limited” to “IKIO Technologies Limited” and check availability of name with Central Registration Centre (CRC) Registrar of Companies (ROC), Ministry of Corporate Affairs. The Company had made an application for reservation and availability of name change to the CRC, MCA and the desired name “IKIO Technologies Limited” is made available by them vide their letter dated December 20, 2024 to the Company. As the Company is diversifying its business, the Board of Directors of the Company are of the view that the name “IKIO Technologies Limited” would be more valuable in the business growth of the company’.

Consequent to the proposed new name being made available and reserved in favour of the Company, the Board vide resolution passed by circulation on Monday, December 02, 2024 approved change in name of the Company from “IKIO Lighting Limited” to “IKIO Technologies Limited” and also approved consequent change in Memorandum of Association and Articles of Association of the Company subject to receipt of approval from Shareholders, Stock Exchanges where equity shares of the Company are listed and Central Government.

Consequent upon change of name of the Company, the name “IKIO Lighting Limited” as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places would have to be substituted with the new name i.e. “IKIO Technologies Limited”.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of passing a Special Resolution. Therefore, the Board considers that the Special Resolution set out at Item No. 1 in this Postal Ballot Notice is in the best interest of the Company and recommends the said Special Resolution for approval of shareholders. However, the said change in the name of the Company will be effective post receipt of approval from the Ministry of Corporate Affairs, Stock Exchanges and/ or other regulatory authority(ies) and upon receipt of fresh Certificate of Incorporation in the new name of the Company i.e. "IKIO Technologies Limited".

It is proposed to authorise the Board of Directors and or Officers of the Company authorised by the Board of Directors to complete all the regulatory formalities as prescribed by the Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI), Stock Exchanges and/ or any other regulatory or statutory authority(ies) in connection with the change in name of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this Resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the special resolution as set out in Item No. 1 of this notice for the approval of members.

## **Item No. 2**

Your Company is currently engaged in Lighting Products, its fixtures and component manufacturing business. However, considering the business expansion strategies and with a view to explore emerging business opportunities, unearthing new synergies of growth and value creation for our diverse stakeholders, the Company proposes to enter into and undertake business of To carry on in India or abroad the business of manufacturing, fabricating, trading, designing, building, installing, buying, selling, importing, and exporting all types of electronics goods, parts, gadgets, instruments, appliances, LED lights, LED fixtures, LED drivers, and controller devices;

To engage in the manufacturing, fabricating, trading, designing, building, installing, buying, selling, importing, and exporting of consumer durables, electronic products, home appliances, industrial products, communication devices, medical equipment, solar panels, and wearable technologies;

To carry on the business of manufacturing, fabricating, trading, designing, installing, buying, selling, importing, and exporting of information technology products, Internet of Things (IoT) devices, artificial intelligence based products, wireless products, and related equipment's, including but not limited to:

- Digital screens, displays, computers, laptops, servers, and their accessories;
- Home appliances such as air/water purifiers, water dispensers, heaters, fans, and cooking appliances;
- Consumer electronics like smart phones, mobile devices, wearables, fitness trackers, headphones, and wireless equipment;
- Security systems, CCTV cameras, alarms, biometric products, and telecommunication devices;
- Medical equipment's and diagnostic tools;

To design, develop, assemble, manufacture, distribute, market, sell, import, export, service, and repair all types of fire alarm systems, sensors, and related products.

To act as designers, manufacturers, producers, assemblers, importers, exporters, buyers, sellers,

dealers, stockiest, suppliers, contractors, repairers, and hirers of all kinds of electrical and non-electrical home appliances;

To undertake, promote, and engage in research and development, testing, and innovation related to the above categories of products, including:

- Development of new products, services, processes, and technologies;
- Enhancement of existing designs, methods, and technologies;
- Conducting feasibility studies, market research, and innovation assessments.

All the above proposed businesses have good potential & bright future prospects for the Company. The above mentioned new opportunities would allow the company to diversify its operation thereby, scaling up its growth, contributing immensely to the bottom line of the Company, and unlocking of shareholder's wealth.

On receipt of approval from the members, the Company shall commence these activities at the appropriate time as the Board deems fit after taking into account the potential opportunities and other factors to enter into the market.

The Act requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of object clause. Such Alteration in the Main Objects would require the approval of members by passing Special Resolution through Postal Ballot under Section 13 and other applicable provisions of the Act read with Rule 22 of Companies (Management & Administration) Rules 2014.

The Board of Directors, on January 08, 2025, has approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company by way of postal ballot and thereafter by the respective Registrar of Companies.

A copy of the MoA of the Company showing the proposed changes is available for inspection by the members at the Company's registered office on any working day during business hours. Further, the amended copies of the MoA can be made available to the concerned member on demand for the purpose of verification by members.

None of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the aforesaid resolutions.

The Board of Directors consider the proposed Special Resolution in the interest of the Company and recommend the alteration of objects clause of the MoA, as set forth in Item No 2 of this Notice, for your approval.

### **Item No. 3**

The Members of the Company at the Extra Ordinary General Meeting held on 14th April 2022 appointed Mr. Chandra Shekhar Verma (DIN: 00121756) as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years w.e.f. 14th April, 2022 upto 13th April, 2025, not liable to retire by rotation, in terms of the provisions of, inter-alia, Section 149 and Schedule IV of the Companies Act, 2013 ("the Act") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). His first term as an Independent Director is due to expire on 13th April, 2025.

Section 149 of the Act, inter-alia, provides that an Independent Director shall be eligible for re-appointment for the second term of up to 5 (five) consecutive years on passing a Special Resolution by the Members of the Company.



Mr. Chandra Shekhar Verma, aged about 65 years has years of experience in the Public Sector. He has previously served as the Chairman & Managing Director of Steel Authority of India Limited and NMDC, and Chairman of SCOPE (the apex body of Central Public Sector Enterprises). He has been awarded the 'CEO of the Year 2011' by the Indian Institute of Materials Management. Mr. Chandra Shekhar Verma being eligible has offered himself for re-appointment as an Independent Director for the second term, upon expiry of his first term.

He has given a declaration confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) the Act and Regulation 16(1)(b), in terms Regulation 25 of SEBI Listing Regulations. He has also confirmed that He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an independent Director with an objective independent judgment and without any external influence and has also given his consent to act as a Director of the Company. It has also been confirmed by him that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act along with a declaration that he has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI or Ministry of Corporate Affairs or any such statutory authority and has also registered himself in the Independent Director's Data Bank maintained by the Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has also received notice in writing proposing his candidature for the office of a Director in the Company.

Based on the recommendations of the Nomination and Remuneration Committee ("NRC") and basis report of performance evaluation, the Board of Directors ("the Board") in their meeting held on January 08, 2025, has approved the re-appointment of Mr. Chandra Shekhar Verma, as an Independent Director, not liable to retire by rotation, for the second term of 5 (Five) consecutive years w.e.f. 14th April, 2025 upto 13th April, 2030, subject to the approval of the Members, in pursuance to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act and SEBI Listing Regulations.

In the opinion of the Board, Mr. Chandra Shekhar Verma is a person of integrity and fulfils the conditions for his re-appointment as an Independent Director for the second term as specified in the Act and the SEBI Listing Regulations and is independent of the management and also possesses appropriate skills, experience and knowledge which are in alignment with the skills and expertise identified by the NRC and the Board, for the Directors of the Company. Accordingly, his re-appointment as an Independent Director would be beneficial to the Company.

Mr. Verma's brief profile along with relevant disclosures in pursuance to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2), are attached as Annexure and forms part of this Notice.

Accordingly, approval of the Members is sought by way of a Special Resolution for re-appointment of Mr. Chandra Shekhar Verma for the second term of 5 (Five) consecutive years w.e.f. 14th April, 2025 upto 13th April, 2030 in compliance with the provisions of Section 149 read with Schedule IV and any other applicable provisions of the Act and SEBI Listing Regulations. In line with the Company's Nomination, Remuneration and Evaluation policy, Mr. Chandra Shekhar Verma will be entitled to receive sitting fee, reimbursement of expenses for participation in the Board/ Committee(s) meetings and commission (if any), as may be decided by the Board subject to the provisions of the Act.

Copy of relevant documents including draft letter of re-appointment setting out the terms of re-appointment shall be made available electronically for inspection by the Members from the date of circulation of this Notice and up to the last date of Remote E-voting. Members who wish to inspect the same may write to the Company Secretary at [secretarial@ikiolighting.com](mailto:secretarial@ikiolighting.com).

Except Mr. Chandra Shekhar Verma, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the accompanying Notice.



The above may also be regarded as appropriate disclosures required under the Act and SEBI Listing Regulations.

The Board recommends the special resolution as set out in Item No. 3 of this notice for the approval of members.

#### **Item No. 4**

The Members of the Company at the Extra Ordinary General Meeting held on 14th April 2022 appointed Mr. Kishore Kumar Sansi (DIN: 07183950) as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years w.e.f. 14th April, 2022 upto 13th April, 2025, not liable to retire by rotation, in terms of the provisions of, inter-alia, Section 149 and Schedule IV of the Companies Act, 2013 (“the Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). His first term as an Independent Director is due to expire on 13th April, 2025.

Section 149 of the Act, inter-alia, provides that an Independent Director shall be eligible for re-appointment for the second term of up to 5 (five) consecutive years on passing a Special Resolution by the Members of the Company.

Mr. Kishore Kumar Sansi, aged about 67 years has years of experience in Public Sector Banks. Prior to joining our company, he was the Executive Director of Punjab & Sind Bank and the Managing Director and Chief Executive Officer of Vijaya Bank. Mr. Kishore Kumar Sansi being eligible has offered himself for re-appointment as an Independent Director for the second term, upon expiry of his first term.

He has given a declaration confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) the Act and Regulation 16(1)(b), in terms Regulation 25 of SEBI Listing Regulations. He has also confirmed that He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an independent Director with an objective independent judgment and without any external influence and has also given his consent to act as a Director of the Company. It has also been confirmed by him that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act along with a declaration that he has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI or Ministry of Corporate Affairs or any such statutory authority and has also registered himself in the Independent Director’s Data Bank maintained by the Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has also received notice in writing proposing his candidature for the office of a Director in the Company.

Based on the recommendations of the Nomination and Remuneration Committee (“NRC”) and basis report of performance evaluation, the Board of Directors (“the Board”) in their meeting held on January 08, 2025, has approved the re-appointment of Mr. Kishore Kumar Sansi , as an Independent Director, not liable to retire by rotation, for the second term of 5 (Five) consecutive years w.e.f. 14th April, 2025 upto 13th April, 2030, subject to the approval of the Members, in pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act and SEBI Listing Regulations.

In the opinion of the Board, Mr. Kishore Kumar Sansi is a person of integrity and fulfils the conditions for his re-appointment as an Independent Director for the second term as specified in the Act and the SEBI Listing Regulations and is independent of the management and also possesses appropriate skills, experience and knowledge which are in alignment with the skills and expertise identified by the NRC and the Board, for the Directors of the Company. Accordingly, his re-appointment as an Independent Director would be beneficial to the Company.

Mr. Sansi’s brief profile along with relevant disclosures in pursuance to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2), are attached as Annexure and forms part of this Notice.

Accordingly, approval of the Members is sought by way of a Special Resolution for re-appointment of Mr. Kishore Kumar Sansi for the second term of 5 (Five) consecutive years w.e.f. 14th April, 2025 upto 13th April, 2030 in compliance with the provisions of Section 149 read with Schedule IV and any other applicable provisions of the Act and SEBI Listing Regulations. In line with the Company's Nomination, Remuneration and Evaluation policy, Mr. Kishore Kumar Sansi will be entitled to receive sitting fee, reimbursement of expenses for participation in the Board/ Committee(s) meetings and commission (if any), as may be decided by the Board subject to the provisions of the Act.

Copy of relevant documents including draft letter of re-appointment setting out the terms of re-appointment shall be made available electronically for inspection by the Members from the date of circulation of this Notice and up to the last date of Remote E-voting. Members who wish to inspect the same may write to the Company Secretary at [secretarial@ikiolighting.com](mailto:secretarial@ikiolighting.com).

Except Mr. Kishore Kumar Sansi, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the accompanying Notice.

The above may also be regarded as appropriate disclosures required under the Act and SEBI Listing Regulations.

The Board recommends the special resolution as set out in Item No. 4 of this notice for the approval of members.

#### **Item No. 5**

The Members of the Company at the Extra Ordinary General Meeting held on 14th April 2022 appointed Mr. Rohit Singhal (DIN: 05272543) as an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years w.e.f. 20th April, 2022 upto 19th April, 2025, not liable to retire by rotation, in terms of the provisions of, inter-alia, Section 149 and Schedule IV of the Companies Act, 2013 ("the Act") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). His first term as an Independent Director is due to expire on 19th April, 2025.

Section 149 of the Act, inter-alia, provides that an Independent Director shall be eligible for re-appointment for the second term of up to 5 (five) consecutive years on passing a Special Resolution by the Members of the Company.

Mr. Rohit Singhal, aged about 38 years is a qualified Chartered Accountant. He has an experience of over 15 years as a practicing Chartered accountant. He has work experience in statutory audits, tax audits, internal audits, direct & indirect taxes, corporate finance, liquidations, merger & amalgamations. Mr. Rohit Singhal being eligible has offered himself for re-appointment as an Independent Director for the second term, upon expiry of his first term.

He has given a declaration confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) the Act and Regulation 16(1)(b), in terms Regulation 25 of SEBI Listing Regulations. He has also confirmed that He is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an independent Director with an objective independent judgment and without any external influence and has also given his consent to act as a Director of the Company. It has also been confirmed by him that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act along with a declaration that he has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI or Ministry of Corporate Affairs or any such statutory authority and has also registered himself in the Independent Director's Data Bank maintained by the Indian Institute of Corporate Affairs. In terms of Section 160 of the Act, the Company has also received notice in writing proposing his candidature for the office of a Director in the Company.

Based on the recommendations of the Nomination and Remuneration Committee (“NRC”) and basis report of performance evaluation, the Board of Directors (“the Board”) in their meeting held on January 08, 2025, has approved the re-appointment of Mr. Rohit Singhal , as an Independent Director, not liable to retire by rotation, for the second term of 5 (Five) consecutive years w.e.f. 20th April, 2025 upto 19th April, 2030, subject to the approval of the Members, in pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act and SEBI Listing Regulations.

In the opinion of the Board, Mr. Rohit Singhal is a person of integrity and fulfils the conditions for his re-appointment as an Independent Director for the second term as specified in the Act and the SEBI Listing Regulations and is independent of the management and also possesses appropriate skills, experience and knowledge which are in alignment with the skills and expertise identified by the NRC and the Board, for the Directors of the Company. Accordingly, his re-appointment as an Independent Director would be beneficial to the Company.

Mr. Singhal’s brief profile along with relevant disclosures in pursuance to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2), are attached as Annexure and forms part of this Notice.

Accordingly, approval of the Members is sought by way of a Special Resolution for re-appointment of Mr. Rohit Singhal for the second term of 5 (Five) consecutive years w.e.f. 20th April, 2025 upto 19th April, 2030 in compliance with the provisions of Section 149 read with Schedule IV and any other applicable provisions of the Act and SEBI Listing Regulations. In line with the Company’s Nomination, Remuneration and Evaluation policy, Mr. Rohit Singhal will be entitled to receive sitting fee, reimbursement of expenses for participation in the Board/ Committee(s) meetings and commission (if any), as may be decided by the Board subject to the provisions of the Act.

Copy of relevant documents including draft letter of re-appointment setting out the terms of re-appointment shall be made available electronically for inspection by the Members from the date of circulation of this Notice and up to the last date of Remote E-voting. Members who wish to inspect the same may write to the Company Secretary at [secretarial@ikiolighting.com](mailto:secretarial@ikiolighting.com).

Except Mr. Rohit Singhal, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the accompanying Notice.

The above may also be regarded as appropriate disclosures required under the Act and SEBI Listing Regulations.

The Board recommends the special resolution as set out in Item No. 5 of this notice for the approval of members.

Place : Noida  
Dated : 08<sup>th</sup> January, 2025

**IKIO LIGHTING LIMITED**  
**SD/-**  
**( Sandeep Kumar Agarwal)**  
**Company Secretary & Compliance Officer**

## **Independent Auditor's Certificate regarding the change of name of IKIO Lighting Limited**

Board of Directors  
IKIO Lighting Limited  
411, Arunachal Building, 19 Barakhamba Road  
Connaught Place, New Delhi - 110001

### **Proposed change in name of IKIO Lighting Limited (the "Company") pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations")**

Dear Sirs,

This certificate is issued at the request of the Company, in connection with the proposed change in name of the Company from **IKIO Lighting Limited** to **IKIO Technologies Limited**, pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations") in order to submit the same with the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for the purpose of seeking in-principle approval of the said Exchanges for the proposed change in name.

#### **Management's Responsibility on the Statement**

Preparation and maintenance of all accounting and other relevant supporting records and documents is solely the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The management is also responsible for ensuring compliance with the requirements of the SEBI Regulations and for providing all other relevant information.

#### **Auditor's Responsibility**

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

We have been provided with certified true copy of the Resolution passed by the Board of Directors of the Company, passed through circulation on December 2, 2024, approving the change of name of the Company.



BGJC & Associates LLP is registered with Limited Liability having LLP Identification No. AAI-1738  
Registered Office & Head Office: Raj Tower-I, G-1, Alaknanda Community Center, New Delhi-110 019, India  
Ph.: 91 11 2602 5140 E-mail: bgjc@bgjc.in

Delhi Mumbai Noida Ranchi Udaipur  
GST No. 07AAAFB0028K1ZW



## Conclusion

According to the information, explanations and representations given to us and on verification of the relevant books, records and documents of the Company, with respect to the proposed change of name of the Company, we hereby confirm that the Company complies with the following conditions stated at Regulation 45(1) of the Regulations:

- a) A time period of at least one year has elapsed from the last name change: Not Applicable except the change from Private Limited Company to Public Limited Company effective from April 18, 2022.
- b) At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activities, suggested by the new name: Not Applicable as there are no new activities.
- c) The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity: Not Applicable as there are no new Activities/ Projects.

## Restriction on distribution or use

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the SEBI Regulations. Our obligations in respect of this Certificate are entirely separate from, and our responsibility and liability are in no way changed by any other role we may have as statutory auditors of the Company or otherwise. Nothing in this Certificate, nor anything said or done in the course of or in connection with the services that are the subject of this Certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of the SEBI Regulations which require it to submit this certificate to the BSE and NSE and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

## For BGJC & Associates LLP

Chartered Accountants

Firm's Registration Number.: 003304N/N500056

*Pranav Jain*

**Pranav Jain**

Partner

Membership No: 098308



UDIN: 24098308BKCQMK4825

Place: New Delhi

Date: December 02, 2024

**Annexure to Item No. 3, 4 & 5: Details of Directors seeking re-appointment through Postal Ballot**

**[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India]**

<b>Name and DIN</b>	<b>Mr.Chandra Shekhar Verma (DIN: 00121756)</b>	<b>Mr. Kishore Kumar Sansi (DIN: 07183950)</b>	<b>Mr. Rohit Singhal (DIN:05272543)</b>
<b>Date of Birth</b>	29-09-1959	19-08-1957	02-11-1986
<b>Date of Appointment</b>	14-04-2022	14-04-2022	20-04-2022
<b>Qualification</b>	He holds a master's degree in commerce from the University of Rajasthan. He also holds a bachelor's degree in law and a master's in business administration from the University of Rajasthan. By qualification He is also a Cost and Management Accountant and Company Secretary.	He holds Masters Degree in Electronics from University of Delhi. He also attained M.Phil in Electronics with specialisation in Microwaves, from University of Delhi. He has also done M.Tech in Computer Science from IETE, Delhi.	By Qualification he is a Chartered Accountant
<b>Brief Resume including experience</b>	Mr. Chandra Shekhar Verma holds a master's degree in commerce from the University of Rajasthan. He also holds a bachelor's degree in law and a master's in business administration from the University of Rajasthan. By qualification He is also a Cost and Management Accountant and Company Secretary. He has years of experience in the Public Sector. He has previously served as the Chairman & Managing Director of Steel Authority of India Limited and NMDC, and Chairman of SCOPE (the apex body of Central Public Sector Enterprises). He has been awarded the 'CEO of the Year 2011' by the Indian Institute of Materials Management.	Mr. Kishore Kumar Sansi holds Masters Degree in Electronics from University of Delhi. He also attained M.Phil in Electronics with specialisation in Microwaves from University of Delhi. He has also done M.Tech in Computer Science from IETE, Delhi. He has years of experience in Public Sector Banks. Prior to joining our company, he was the Executive Director of Punjab & Sind Bank and the Managing Director and Chief Executive Officer of Vijaya Bank and he holds vast experience in various aspects of Banking and Finance including Corporate and Retail Credit, NPA management, Human Resource, Information Technology, Risk Management, Inspection and Audit etc. He has an extensive experience in Corporate Governance, Leadership grooming and in Business	By qualification Mr. Rohit Singhal is a Chartered Accountant. He has 15 years of experience as a practicing Chartered accountant. He has work experience in statutory audits, tax audits, internal audits, direct & indirect taxes, corporate finance, liquidations, merger & amalgamations.

		Transformation strategies.	
<b>Nature of Expertise in specific functional areas</b>	Finance & Accounting, Taxation and Corporate Social Responsibility, Expertise and Understanding of government legislation/legislative	Strategy & Risk Management, Technical Expertise and Understanding of government legislation/legislative process, Banking and Finance including Corporate and Retail Credit, NPA management	Finance & Accounting, Taxation & Industrial Laws, Expertise and Undertaking of government legislation/legislative process
<b>Terms and conditions of appointment or re-appointment</b>	The terms and conditions of re-appointment have been stated in Special Resolution as set out in Item No.3 of this Notice	The terms and conditions of re-appointment have been stated in Special Resolution as set out in Item No.4 of this Notice	The terms and conditions of re-appointment have been stated in Special Resolution as set out in Item No.5 of this Notice
<b>Directorship held in other Companies (excluding foreign and section 8 Companies)</b>	1. SML Isuzu Limited 2.Royalux Lighting Private Limited 3.Multi Commodity Exchange Of India Limited 4. First Advantage Consulting Group Limited 5.Shyam Metallics And Energy Limited 6. Welspun Corp Limited	1.Reserve Bank Information Technology Private Limited 2.UV Asset Reconstruction Company Limited 3.Royalux Exports Pvt. Ltd. 4.National Financial Holdings Company Ltd. 5.Canara Hsbc Life Insurance Company Limited	Nil
<b>Membership/ Chairmanships of committees in IKIO Lighting Limited</b>	1.Chairman of Stakeholders Relationship Committee 2. Member of Nomination and Remuneration Committee 3. Member of Corporate Social Responsibility Committee	1.Chairman of Nomination and Remuneration Committee 2. Member of Audit Committee 3. Member of Risk Management Committee	1.Chairman of Audit Committee 2. Member of Nomination and Remuneration Committee
<b>Membership/ Chairmanships of committees of other public companies</b>	<b>1.SML Isuzu Limited-</b> 1.Chairman of Audit Committee 2.Member of Nomination and Remuneration Committee 3.Chairman of Risk Management Committee <b>2.Multi Commodity Exchange of India Limited</b>	Nil	Nil

	1. Chairman of Nomination and Remuneration Committee 2. Chairman of Stakeholders Relationship Committee		
<b>Resignation from the Listed Entities from the past three years</b>	Nil	Nil	Nil
<b>Number of shares held in the Company</b>	NIL	NIL	NIL
<b>Number of Meetings of the Board of Directors attended during FY 2023-24</b>	7 out of 7	7 out of 7	7 out of 7
<b>Relationship with other Directors, Manager or Key Managerial Personnal, if any</b>	None	None	None