



IL JIN ELECTRONICS (I) PVT. LTD.

(일진전자)

(MANUFACTURERS OF ELECTRONICS PCBA & ELECTRONICS PRODUCTS)
CIN: U31909PN2001PTC224946



NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of **IL JIN Electronics (India) Private Limited** will be held on Thursday, 07th day of March, 2024, at 03:00 P.M. IST, at 1st Floor, Universal Trade Tower, Sector - 49, Sohna Road, Gurgaon - 122018 to transact following businesses:

SPECIAL BUSINESS:

1. PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS INCLUDING INDEPENDENT DIRECTORS OF THE COMPANY FROM THE FINANCIAL YEAR 2023-24

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

1A. PAYMENT OF COMMISSION TO MS. LOVELY MEHRA (DIN: 01955495), INDEPENDENT DIRECTOR OF THE COMPANY FROM THE FINANCIAL YEAR 2023-24

“RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) including any statutory modification(s) or re-enactment(s) thereof, and subject to all applicable approval(s) as may be required, consent and approval of members of the Company be and is hereby accorded to the Board for the payment of commission to Ms. Lovely Mehra (DIN: 01955495), Independent Director of the Company, from the financial year 2023-24 *(on the basis of the net profits of the Company computed in the manner laid down in section 198 of the Companies Act 2013)*, individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Independent Directors of the Company per annum may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profit of the Company for a period not exceeding three years, for that year, with authority to the Board of Directors (“the Board”, which expression shall also include a duly constituted Committee thereof) to determine the manner, proportion in which the amount be distributed among Independent Directors.

RESOLVED FURTHER THAT the aforesaid Commission, which may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profits of the Company for that year as computed in the manner specified under

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Maharashtra, India

Factory Address:

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Section 198 of the Act, shall be in addition to the fee payable to Independent Directors for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof or reimbursement of expenses, if any, to be paid and distributed amongst Independent Directors as aforesaid in such amounts or proportions and in such manner as the Board may, from time to time deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members of the Company or otherwise.”

1B. PAYMENT OF COMMISSION TO MR. ARVIND UPPAL (DIN: 00104992, INDEPENDENT DIRECTOR OF THE COMPANY FROM THE FINANCIAL YEAR 2023-24

“RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) including any statutory modification(s) or re-enactment(s) thereof, and subject to all applicable approval(s) as may be required, consent and approval of members of the Company be and is hereby accorded to the Board for the payment of commission to Mr. Arvind Uppal (DIN: 00104992), Independent Director of the Company, from the financial year 2023-24 *(on the basis of the net profits of the Company computed in the manner laid down in section 198 of the Companies Act 2013)*, individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Independent Directors of the Company per annum may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profit of the Company, for a period not exceeding three years, for that year, with authority to the Board of Directors (“the Board”, which expression shall also include a duly constituted Committee thereof) to determine the manner, proportion in which the amount be distributed among Independent Directors.

RESOLVED FURTHER THAT the aforesaid Commission, which may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, shall be in addition to the fee payable to Independent Directors for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof

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or reimbursement of expenses, if any, to be paid and distributed amongst Independent Directors as aforesaid in such amounts or proportions and in such manner as the Board may, from time to time deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members of the Company or otherwise.”

1C. PAYMENT OF COMMISSION TO MR. JASBIR SINGH (DIN: 00259632), NON-EXECUTIVE DIRECTOR OF THE COMPANY FROM THE FINANCIAL YEAR 2023-24

“RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) including any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required and as may be required, consent and approval of members of the Company be and is hereby accorded to the Board for the payment of commission to Mr. Jasbir Singh (DIN: 00259632), Non-Executive director of the Company, from the financial year 2023-24 (on the basis of the net profits of the Company computed in the manner laid down in section 198 of the Companies Act 2013), individually, as may be decided by the Board from time to time, provided that the total commission payable to all the directors per annum may exceed one percent (or such higher limits as may be prescribed under Companies Act, 2013 by way of amendment or re-enactment thereof) of the net profits of the Company for a period not exceeding three years, with authority to the Board to determine the manner, proportion in which the amount be distributed among Non-Executive Directors.

RESOLVED FURTHER THAT the aforesaid Commission, which may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, shall be in addition to the reimbursement of expenses, if any, to be paid to Non-Executive Directors as aforesaid in such amounts or proportions and in such manner as the Board may, from time to time deem fit.

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RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members of the Company or otherwise.”

1D. PAYMENT OF COMMISSION TO MR. DALJIT SINGH (DIN: 02023964), NON-EXECUTIVE DIRECTOR OF THE COMPANY FROM THE FINANCIAL YEAR 2023-24

“RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) including any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent and approval of members of the Company be and is hereby accorded to the Board for the payment of commission to Mr. Daljit Singh (DIN: 02023964), Non-Executive director of the Company, from financial year 2023-24 *(on the basis of the net profits of the Company computed in the manner laid down in section 198 of the Companies Act 2013)*, individually, as may be decided by the Board from time to time, provided that the total commission payable to all the directors per annum may exceed one percent (or such higher limits as may be prescribed under Companies Act, 2013 by way of amendment or re-enactment thereof) of the net profits of the Company for a period not exceeding three years, for that year, with authority to the Board to determine the manner, proportion in which the amount be distributed among Non-Executive Directors.

RESOLVED FURTHER THAT the aforesaid Commission, which may exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, shall be in addition to the reimbursement of expenses, if any, to be paid to Non-Executive Directors as aforesaid in such amounts or proportions and in such manner as the Board may, from time to time deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members of the Company or otherwise.”

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2. TO CONSIDER AND APPROVE THE MATTER OF PAYMENT OF REMUNERATION TO DIRECTORS EXCEEDING THE OVERALL MANAGERIAL REMUNERATION LIMIT AS PER THE PROVISIONS OF SECTION 197 OF THE COMPANIES ACT 2013:

To consider and if thought fit, to pass the following resolutions, as **SPECIAL RESOLUTION:**

“RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013, (“the **Act**”) read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to the Directors of the Company notwithstanding that aggregate remuneration of such Directors exceeds the overall limit of managerial remuneration from 11% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

3. APPROVAL UNDER SECTION 185 OF COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolutions, as **SPECIAL RESOLUTION:**

A. PROVIDING LOAN TO STELLTEK TECHNOLOGIES PRIVATE LIMITED (‘JOINT VENTURE COMPANY’) AND ASCENT CIRCUITS PRIVATE LIMITED (‘SUBSIDIARY’)

“RESOLVED THAT pursuant to the provisions of Section 185 and Section 186 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, on the recommendation of Audit Committee members, the consent and approval of Members of the Company be and is hereby accorded to the Board for making of Loan(s) including Loan represented by way of Book Debt (the “Loan”) to (i) **Ascent Circuits Private Limited (“Ascent”)**, the **Subsidiary** and **Stelltek Technologies Private Limited (“Stelltek”)**, joint

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venture company, respectively, being entities covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to sub-section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs. 100 Crore (Rupees Two Hundred Crore Only) per annum, respectively for **each entity**, in their absolute discretion deem beneficial and in the interest of the Company, provided that such Loan(s) are utilized by the above company(ies) for their principal business activities, at a rate of interest which is not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, (including its committees thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

B. GIVING ANY GUARANTEE OR SECURITY IN CONNECTION WITH ANY LOAN TO STELLEK TECHNOLOGIES PRIVATE LIMITED ('JOINT VENTURE COMPANY')

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, on the recommendation of Audit Committee members, the consent and approval of Members of the Company be and is hereby accorded to the Board (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to give any guarantee or any security in connection with any loan made by any bank or financial institution to **Stelltek Technologies Private Limited ("Stelltek")**, joint venture company, being an entity covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to sub-section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs. 100 Crore (Rupees Hundred Crore Only) per annum, in their absolute discretion deem beneficial and in the interest of the Company, provided that guarantee and/or security in connection with any loan made by any bank or financial institution are utilized by entities for their principal business activities.

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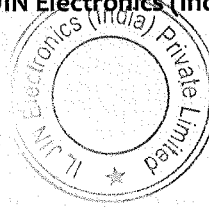
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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, (including its committees thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the guarantee or security in connection with loan and to execute, sign and finalize Deed of Guarantee or Corporate Guarantee Agreement or Agreement Cum Undertaking or any other document or writings in favour of the lenders for securing the loan and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

By order of the Board of Directors
For **IL JIN Electronics (India) Private Limited**



(Jasbir Singh)

Director

DIN:00259632

Address: 514A, The Camellias, DLF Golf Links,
Golf Course Road, Gurugram, Haryana-122001

Place: Gurugram

Date: 10.02.2024

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Notes:

1. The explanatory statement pursuant to section 102 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder concerning the special business in respect of item no. 1 (1A to 1D) and 2 as set out in the notice is annexed hereto and forms part of the notice.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company.
3. **Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Members/ Proxies should bring their Attendance slip/sheet duly completed for attending the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Members are requested to notify immediately in case of any change of address in respect of the shares held in physical form together with a proof of address viz. Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/Passport etc.
8. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company quoting reference of their Folio numbers.

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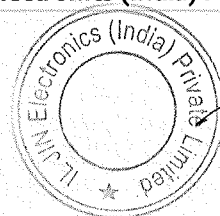
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9. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
10. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company during the business hours upto the date of the Extra Ordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.

By order of the Board of Directors
For **IL JIN Electronics (India) Private Limited**



(Jasbir Singh)
Director

DIN:00259632

Address: 514A, The Camellias, DLF Golf Links,
Golf Course Road, Gurugram, Haryana-122001

Place : Gurugram
Date: 10.02.2024

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Explanatory Statement

{Pursuant to Section 102 of the Companies Act, 2013, to the resolution proposed to be passed at the Extra Ordinary General Meeting to be held on 07 March 2024 at 03:00 P.M.}

ITEM NO. 1 (1A TO 1D)

The Company's Non-Executive/ Independent Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation etc. They have been shaping and steering the long-term strategy and providing valuable contributions towards group level strategy, monitoring of risk management and compliances.

Hence, considering the rich experience and expertise brought by them to the Board, the Nomination and Remuneration Committee recommended the Board of Directors ('Board') and the Board in its meeting held on 10.02.2024 has approved that adequate commission should be paid to the Non-Executive Directors including Independent Directors of the Company so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company, subject to the approval of the shareholders of the Company.

The aforesaid commission to be payable to the independent directors shall be in addition to the sitting fees payable to them for attending meetings of the Board and Committees thereof.

Further, Section 197 of the Companies Act, 2013 permits payment of remuneration either by way of monthly salary or by way of specified percentage of profits of the Company to Directors of the Company not exceeding one percent per annum (or such higher limits as may be prescribed under Companies Act, 2013 by way of amendment or re-enactment thereof) of the net profits of the Company, if there is a managing director or whole-time director or manager in the Company **except with the approval of the company in general meeting by passing a special resolution.**

Hence, consent and approval of the members is hereby sought for resolutions set forth in Item No. 1 (1A to 1D) relating to payment of commission to Directors (apart from the Managing Director and Directors) in every financial year **exceeding one percent** (or such higher limits as may be prescribed under Companies Act, 2013 by way of amendment or re-enactment thereof) per annum of the net

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GROUP COMPANY

profits of the Company, for a period not exceeding three years. The Manner and proportion of which shall be reviewed by the Board of Directors.

Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013:

A. NON-EXECUTIVE DIRECTORS

I. General Information:																								
		Mr. Daljit Singh	Mr. Jasbir Singh																					
1.	Nature of industry	The Company is a deemed public Company incorporated on 11 September 2001 under the Companies Act, 1956. The Company is engaged in the business of manufacturing, assembling, or dealing in the electronically assembled printed circuit boards (“PCBs”) for various industries.																						
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 11 September 2001, Further, the commercial production was also started on the same date.																						
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																						
4.	Financial performance based on given indicators	<div>(Amount in Lakh)</div> <table><tr><th>Financial year</th><th>2022-23</th><th>2021-22</th><th>2020-21*</th></tr><tr><td>Gross Revenue</td><td>88,039.40</td><td>42,717.50</td><td>30,683.06</td></tr><tr><td>Profit before Tax</td><td>1,662.69</td><td>157.22</td><td>893.41</td></tr><tr><td>Profit after Tax</td><td>1,140.08</td><td>113.46</td><td>657.89</td></tr><tr><td>Earnings per share</td><td>60.43</td><td>6.01</td><td>34.87</td></tr></table>			Financial year	2022-23	2021-22	2020-21*	Gross Revenue	88,039.40	42,717.50	30,683.06	Profit before Tax	1,662.69	157.22	893.41	Profit after Tax	1,140.08	113.46	657.89	Earnings per share	60.43	6.01	34.87
Financial year	2022-23	2021-22	2020-21*																					
Gross Revenue	88,039.40	42,717.50	30,683.06																					
Profit before Tax	1,662.69	157.22	893.41																					
Profit after Tax	1,140.08	113.46	657.89																					
Earnings per share	60.43	6.01	34.87																					
5.	Foreign investments or collaborations, if any	The Company has not entered any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years.																						

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II. Information about the appointee:

6.	Background details	Mr. Daljit Singh is holding Bachelor's degree in Electronic Engineering from Nagpur University. Master's degree in Information Technology from the Rochester Institute of Technology.		Mr. Jasbir Singh is holding Bachelor's degree in Production Engineering (Industrial Production) from Karnataka University and Master's in Business Administration from the University of Hull, United Kingdom	
7.	Past remuneration (Per Annum)	Financial year Remuneration	2022-23 NIL	Financial year Remuneration	2022-23 NIL
8.	Recognition or awards	Mr. Daljit Singh received "Entrepreneur of the Year" award from Ludhiana Management Association.		He has been awarded with a title of "Man of Appliances" by Consumer Electronics & Appliances Manufacturers Association ("CEAMA").	
9.	Job profile and his suitability	Mr. Daljit Singh has been serving on the Board of the Company as a Director since 21 December 2017. With in-depth knowledge and wide experience of 16 years, Mr. Daljit Singh has been very instrumental in executing the strategy of converting the Company into total solution provider for HVAC industry.		Mr. Jasbir Singh has been serving the Board of the Company as a Director since 21 December 2017. He is having more than 21 years of experience in the RAC & B2B manufacturing sector.	
10.	Remuneration proposed (Commission)	As mentioned in the explanatory statement of this Notice.		As mentioned in the explanatory statement of this Notice.	
11.	Comparative remuneration profile with respect to industry,	Mr. Daljit Singh, has been drawing remuneration in this range for the past several		Mr. Jasbir Singh, has been drawing remuneration in this range for the past several years, therefore,	

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CIN: U31909PN2001PTC224946



	size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	years, therefore, payment of commission to him is imperative.	payment of commission to him is imperative.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Daljit Singh is holding 60,74,205 Equity Shares in the Holding Company i.e. Amber Enterprises India Limited comprises of 18.03% of the Paid-Up Capital of the Company	Mr. Jasbir Singh, is holding 70,59,165 Equity Shares in the Holding Company i.e. Amber Enterprises India Limited comprises of 20.95% of the Paid-Up Capital of the Company.
		Mr. Jasbir Singh, is brother of Mr. Daljit Singh	Mr. Daljit Singh, is brother of Mr. Jasbir Singh

III. Other information:		
13.	Reasons of loss or inadequate profits	As the Company's focus is growth oriented, it is majorly incurring capital expenditures for its capacity expansion for coping up with the ever-increasing customer demands.
14.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> ➤ Company is focusing on geographic expansion of its business. ➤ Adding new customers base;
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.

Registered Office:

Gat No. 161/2 Pimple Jagtap Road,
Koregaon Bhima, Haveli, Pune- 412216,
Maharashtra, India

Factory Address:

Plot No. 27&28, Ecotech – III,
Extn-II, Udyog Kendra, Greater Noida,
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B. INDEPENDENT DIRECTORS

I. General Information:																								
		Mr. Arvind Uppal	Ms. Lovely Mehra																					
1.	Nature of industry	The Company is a deemed public Company incorporated on 11 September 2001 under the Companies Act, 1956. The Company is engaged in the business of manufacturing, assembling, or dealing in the electronically assembled printed circuit boards (“PCBs”) for various industries.																						
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 11 September 2001, Further, the commercial production was also started on the same date.																						
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																						
4.	Financial performance based on given indicators	<div>(Amount in Lakh)</div> <table><tr><th>Financial year</th><th>2022-23</th><th>2021-22</th><th>2020-21*</th></tr><tr><td>Gross Revenue</td><td>88,039.40</td><td>42,717.50</td><td>30,683.06</td></tr><tr><td>Profit before Tax</td><td>1,662.69</td><td>157.22</td><td>893.41</td></tr><tr><td>Profit after Tax</td><td>1,140.08</td><td>113.46</td><td>657.89</td></tr><tr><td>Earnings per share</td><td>60.43</td><td>6.01</td><td>34.87</td></tr></table>			Financial year	2022-23	2021-22	2020-21*	Gross Revenue	88,039.40	42,717.50	30,683.06	Profit before Tax	1,662.69	157.22	893.41	Profit after Tax	1,140.08	113.46	657.89	Earnings per share	60.43	6.01	34.87
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Profit after Tax	1,140.08	113.46	657.89																					
Earnings per share	60.43	6.01	34.87																					
5.	Foreign investments or collaborations, if any	The Company has not entered any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years.																						
II. Information about the appointee:																								
6.	Background details	Master’s in Business Administration, FMS Delhi – 1987.	Degree in Commerce & Economics from Kolkata University																					

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GROUP COMPANY

		Chemical Engineer (BTech), IIT Delhi – 1985.									
		Program for Executive Development, I.M.D. Lausanne, Switzerland									
7.	Past remuneration (Per Annum)	<table><tr><td>Financial year</td><td>2022-23</td></tr><tr><td>Remuneration</td><td>NIL</td></tr></table>	Financial year	2022-23	Remuneration	NIL	<table><tr><td>Financial year</td><td>2022-23</td></tr><tr><td>Remuneration</td><td>NIL</td></tr></table>	Financial year	2022-23	Remuneration	NIL
Financial year	2022-23										
Remuneration	NIL										
Financial year	2022-23										
Remuneration	NIL										
8.	Recognition or awards	Awards and Accolades <ul style="list-style-type: none">• ‘Business Leader of the year – 2016’ awarded by Indo American Chamber of Commerce.• ‘Best CEO Consumer Durables – 2015’ awarded by Business Today.• ‘Appliance Man of the Year – 2011’ awarded by Confederation of Electronics and Appliance Manufacturers Association• ‘Business Leader of the year – 2008’ awarded by NDTV Profit	No								
9.	Job profile and his suitability	Mr. Arvind Uppal has been serving on the Board of the Company as an Independent Director since 13 May 2022. Mr. Arvind Uppal has over thirty-one years in the consumer industry with extensive board experience. He held key positions in top management, general	Ms. Lovely Mehra has been serving on the Board of the Company as an Independent Director 13 May 2022 She has been in the industry for over 21 years in various positions with companies like GE & Expeditors, her area of expertise is International Ocean freight, People Management, Marketing, Supply Chain planning								

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		management and marketing across the geographies of Asia pacific and Europe. Strategic thinker with a proven track record of having turned around businesses. Recognized as a game changer, having received several accolades during his leadership roles with an inherent passion to nurture and mentor startups.	and execution. She has spent the last few years since 2007 working to establish AWL, a fledgling company with limited access to sources of finance, thereby limiting the operational scalability, but with a can do and will do attitude, which has ensured that AWL benchmarks itself with Market Leaders.
10.	Remuneration proposed (Commission)	As mentioned in the explanatory statement of this Notice.	As mentioned in the explanatory statement of this Notice.
11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Arvind Uppal , has been drawing remuneration in this range for the past several years, therefore, payment of commission to him is imperative.	Ms. Lovely Mehra , has been drawing remuneration in this range for the past several years, therefore, payment of commission to him is imperative.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No pecuniary relationship <i>Sitting Fee of Rs. 25,000/- per Board Meeting and Rs. 10,000/- per committee meeting is paid</i>	No pecuniary relationship <i>Sitting Fee of Rs. 25,000/- per Board Meeting and Rs. 10,000/- per committee meeting is paid</i>

III. Other information:

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13.	Reasons of loss or inadequate profits	As the Company's focus is growth oriented, it is majorly incurring capital expenditures for its capacity expansion for coping up with the ever-increasing customer demands.
14.	Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none">➤ Company is focusing on geographic expansion of its business.➤ Adding new customers base;
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.

The payment of such remuneration shall be in addition to the sitting fees for attending Board/Committee meetings. Accordingly, the Board recommends the resolution set forth in Item No. 1 (1A to 1D) relating payment of remuneration to Executive and Non-Executive Director/ Independent Directors, of the Company, by way of Special Resolution.

None of the directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at item No. 1 (1A to 1D) except following :-

Ms. Lovely Mehra (DIN: 01955495) is deemed to be interested in the resolution set out at Item No. 1 A of the Notice regarding payment of commission.

Mr. Arvind Uppal (DIN: 00104992), is deemed to be interested in the resolution set out at Item No. 1 B of the Notice regarding payment of commission.

Mr. Jasbir Singh (DIN: 00259632) is deemed to be interested in the resolution set out at Item No. 1 C of the Notice regarding payment of commission.

Mr. Daljit Singh (DIN: 02023964), is deemed to be interested in the resolution set out at Item No. 1 D of the Notice regarding payment of commission.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable the Members to understand the meaning, scope, and implications of the items of business and to take decision thereon.

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Accordingly, the Board of Directors of your Company recommends that the Resolution(s) under Item No. 1 (1A to 1D) be passed in the interest of your Company.

ITEM NO. 2

The aggregate remuneration of all Directors including Independent Directors may exceed 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, during their tenure of appointment.

Accordingly, approval of members of the Company is being sought in terms of Section 197 of the Companies Act, 2013 for payment of remuneration to all Directors including Independent Directors notwithstanding that aggregate remuneration of all Directors may exceed from 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013.

All Directors and their relatives may be considered as interested in this resolution. Except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the **Special Resolution** set forth in Item No. 2 for approval of the Members.

ITEM NO. 3A

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt to any entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing special resolution in the general meeting.

The details of the Subsidiary/Joint Venture Company are as follows:

Sl. No.	Name of the Company	Nature of Relationship	Purpose for which loan is required
1	Ascent Circuits Private Limited	Subsidiary Company	Working capital and capital expenditure requirement of the Company

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			(Approval shall be accorded by members, in EGM to be convened on 07.03.2024)
2	Stelltek Technologies Private Limited	Joint Venture Company	Working capital and capital expenditure requirement of the Company (Approval shall be accorded by members, in EGM to be convened on 07.03.2024)

The Company is currently in the phase of growth by itself and through its subsidiary and joint venture company, for which there is an ongoing requirement for funds for meeting the working capital and capital expenditure of Subsidiary/Joint Venture Company and at present, their funding requirements are currently met through borrowed funds and fund infused by the members.

The management of Ascent and Stelltek are with your Company and your Company is responsible for their day to day management.

The Company is expected to render support for the business requirements of above companies in the group, from time to time by way of making loan(s) including loan represented by way of Book Debt (the "loan") to (i) **Ascent Circuits Private Limited ("Ascent")**, the **Subsidiary and Stelltek Technologies Private Limited ("Stelltek")**, joint venture company, respectively, the said loan(s) shall be utilized by Ascent and Stelltek for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities"). Ascent and Stelltek are entities covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to sub-section 2 of the Section 185 of the Companies Act, 2013 and hence consent of the Members is being sought by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of loan(s) to Ascent and Stelltek an aggregate outstanding amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore Only) per annum, respectively for each entity, in their absolute discretion deem beneficial and in the interest of the Company, provided that such Loan(s) are utilized by the above company(ies) for their principal business activities. The Board of Directors recommends the resolution set out at Item no. 3 to be passed as a Special Resolution by the Members.

All Directors and their relatives may be considered interested in this resolution. Except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

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The Board of Directors recommends the **Special Resolution** set forth in Item No. 3A for approval of the Members.

Further, none of the Promoter or Director(s) or any key managerial personnel of the Company hold any shareholding in their personal capacity in Ascent and Stelltek.

ITEM NO. 3B

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017), a Company may provide any guarantee and/or any security in connection with any loan made by any bank or financial institution to any person, covered under the category of 'a person in whom any of the director of the company is interested, as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

However, pursuant to section 185 (3) (d) the requirement of passing a special resolution shall not be applicable to any guarantee given or security provided by a holding company in respect of a loan made by any bank or financial institution to its subsidiary company.

Since the management of Stelltek Technologies Private Limited ("Stelltek") is with your Company and your Company is responsible for their day-to-day management, the Company is expected to render support for the business requirements, from time to time. Hence, it is proposed to give guarantee and/or any security in connection with any loan made by any bank or financial institution to Stelltek, joint venture company, being entity covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to sub-section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs. 100 Crore (Rupees Hundred Crore Only) per annum, for its principal business activities and hence consent of the Members is being sought by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for giving any guarantee and/or any security in connection with any loan made by any bank or financial institution to Stelltek, joint venture company, being entity covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to sub-section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs. 100 Crore (Rupees Hundred Crore Only) per annum, in its absolute discretion deem beneficial and in the interest of the Company, provided that guarantee or security in connection with such loan are utilized by Stelltek for its principal business activities.

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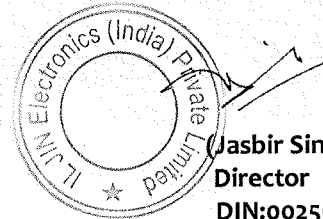
The Board of Directors recommends the resolution set out at Item no. 3B to be passed as a Special Resolution by the Members.

All Directors and their relatives may be considered interested in this resolution. Except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the **Special Resolution** set forth in Item No. 3B for approval of the Members.

Further, none of the Promoter or Director(s) or any key managerial personnel of the Company hold any shareholding in their personal capacity in Stelltek.

By order of the Board of Directors
For IL JIN Electronics (India) Private Limited



(Jasbir Singh)
Director

DIN:00259632

Place: Gurugram

Date: 10.02.2024

Address: 514A, The Camellias, DLF Golf Links,
Golf Course Road, Gurugram, Haryana-122001

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