



IL JIN ELECTRONICS (I) PVT. LTD.

(일진전자)

(MANUFACTURERS OF ELECTRONICS PCBA & ELECTRONICS PRODUCTS)

CIN: U31909DL2001PTC112387



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 Tuesday, 17th day of February, 2023, at 11:00 A.M., at 1st Floor, Universal Trade Tower, Sector - 49, Sohna Road, Gurgaon - 122 018 to transact following matters as :

SPECIAL BUSINESS

1. PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS/INDEPENDENT DIRECTORS OF THE COMPANY FROM THE FINANCIAL YEAR 2022 – 23

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

1A. PAYMENT OF COMMISSION TO MS. LOVELY MEHRA (DIN: 01955495), INDEPENDENT DIRECTOR OF THE COMPANY FROM THE FINANCIAL YEAR 2022 – 23

“RESOLVED THAT 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, and on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for the payment of commission to Ms. Lovely Mehra (DIN: 01955495), Independent Director of the Company from the financial year 2022-23 (basis the net profit of the previous financial year), individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Non-executive Directors/Independent Directors of the Company per annum shall not exceed three 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 that year as computed in the manner specified under Section 198 of the Act, 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/ Non-executive Directors.

RESOLVED FURTHER THAT the aforesaid Commission, which shall not exceed three 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 or reimbursement of expenses, if any, to be paid and distributed amongst Independent Directors/ Non-executive Directors as aforesaid in such amounts or proportions and in such manner as the Board may, from time to time deem fit.

Registered Office:

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Factory Address:

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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.”

1B. PAYMENT OF COMMISSION TO MR. ARVIND UPPAL (DIN: 00104992, INDEPENDENT DIRECTOR OF THE COMPANY FROM THE FINANCIAL YEAR 2022 – 23

“**RESOLVED THAT** 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, and on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for the payment of commission to Mr. Arvind Uppal (DIN: 00104992), Independent Director of the Company from the financial year 2022-23 (basis the net profit of the previous financial year), individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Non-executive Directors/Independent Directors of the Company per annum shall not exceed three 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 that year as computed in the manner specified under Section 198 of the Act, 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/ Non-executive Directors.

RESOLVED FURTHER THAT the aforesaid Commission, which shall not exceed three 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 or reimbursement of expenses, if any, to be paid and distributed amongst Independent Directors/ 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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1C. PAYMENT OF COMMISSION TO MR. HYUN CHUL SIM (DIN: 02007189), NON-EXECUTIVE DIRECTOR OF THE COMPANY FROM THE FINANCIAL YEAR 2022 – 23

“RESOLVED THAT 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, and on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for the payment of commission to Mr. Hyun Chul Sim (DIN: 02007189), Non-Executive Director of the Company from the financial year 2022-23 (basis the net profit of the previous financial year), individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Non-executive Directors/Independent Directors of the Company per annum shall not exceed three 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 that year as computed in the manner specified under Section 198 of the Act, 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/ Non-executive Directors.

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. JASBIR SINGH (DIN: 00259632), NON-EXECUTIVE DIRECTOR OF THE COMPANY FROM THE FINANCIAL YEAR 2022 – 23

“RESOLVED THAT 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, and on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for the payment of commission to Mr. Jasbir Singh (DIN: 00259632), Non-Executive Director of the Company from the financial year 2022-23 (basis the net profit of the previous financial year), individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Non-executive Directors/Independent Directors of the Company per annum shall not exceed three 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 that year as computed in the manner specified under Section 198 of the Act, 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 Non-executive Directors/Independent Directors.

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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.”

1E. PAYMENT OF COMMISSION TO MR. DALJIT SINGH (DIN: 02023964), NON-EXECUTIVE DIRECTOR OF THE COMPANY FROM THE FINANCIAL YEAR 2022 – 23

“**RESOLVED THAT** 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, and on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for the payment of commission to Mr. Daljit Singh (DIN: 02023964), Non-Executive Director of the Company from the financial year 2022-23 (basis the net profit of the previous financial year), individually, as may be decided by the Board from time to time, provided that the total commission payable to all the Non-executive Directors/Independent Directors of the Company per annum shall not exceed three 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 that year as computed in the manner specified under Section 198 of the Act, 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 Non-executive Directors/Independent Directors.

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.”

2. ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder, including any amendments thereto, and such other approvals, permissions and sanctions of statutory authorities as may be required, the consent and approval of the shareholders of the Company be and is hereby

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accorded to Board of Directors of the Company for additions of below mentioned clause in the existing Main Object Clause III A of the Memorandum of Association ('MOA') of the Company.

CLAUSE III A OF THE MOA BE ALTERED BY ADDING THE FOLLOWING SUB-CLAUSE IN THE MAIN OBJECTS: -

To carry on the business of manufacturers, assemblers, purchasers, sellers, exporters, importers, commission agents, distributors or otherwise, deal in all kind of Wearable products - including but not limited to Smart Watches, Smart Band etc.; Hearable products - including but not limited to TWS, Neckband etc.; Telecom products - including but not limited to RRH, ONT, OLT, Setup Box etc.; IT products - including but not limited to Laptop, Tablets, Charger, Power Bank etc.; Audio products - including but not limited to Bar Speaker, Trolley speaker etc.; Electric Vehicles - including but not limited to EV Charger, EV Controller etc.

RESOLVED FURTHER THAT pursuant to Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder, including any amendments thereto, and such other approvals, permissions and sanctions of statutory authorities as may be required, the consent and approval of the shareholders of the Company be and is hereby accorded to Board of Directors of the Company for substitution of below mentioned sub-clause(s) (5), (13), (14) and (17) in the existing Clause III B "objects Incidental or Ancillary to the attainment of the Main Objects" of the Memorandum of Association ('MOA') of the Company.

CLAUSE III B OF THE MOA BE ALTERED BY REPLACING THE FOLLOWING SUB-CLAUSES IN THE 'OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS':-

The existing sub-clause (5) be substituted with following:-

5. Subject to section 230 to 240 of the Act, to amalgamate with any other Company having objects altogether or in part similar to those of this Company.

The existing sub-clause (13) be substituted with following:-

13. Subject to sections 73 and 179, 185 and 186 of the Companies Act, 2013 and the Regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part

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of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

The existing sub-clause (14) be substituted with following:-

14. Subject to the provisions of section 67 of the Companies Act, 2013, to invest other than investment in company's own shares and deal with moneys of the Company not immediately required in such shares or upon securities or investments and in such manner as may from time to time, be determined.

The existing sub-clause (17) be substituted with following:-

17. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of section 188 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board), be and is hereby authorized to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this foregoing resolution including authority to delete or amend any word/item/product from the proposed revised object clause as may be suggested or required by any regulatory, administrative or statutory authority or otherwise, delegate all or any of its powers herein conferred to any Director(s), Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above."

3. **SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE NATIONAL CAPITAL TERRITORY (NCT) OF DELHI TO THE STATE OF MAHARASHTRA**

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

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 30 of the Companies (Incorporation) Rules 2014 including any amendment, re-enactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, and subject to the approval of the Central Government (Power Delegated to Regional Director) and/ or any authority(ies) as may be prescribed from time to time and subject to such approvals, permissions, consents and sanctions as might be

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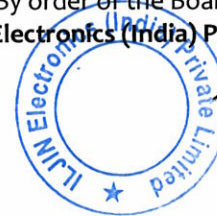
required from any regulatory authority and further subject to such conditions and modifications as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board for shifting of Registered Office of the Company from National Capital Territory of Delhi at **F. No.5, 109/2A Buddha Apartments C C Colony Delhi New 110007 India** to the **State of Maharashtra** at **Gat No. 161/2, Pimple Jagtap Road, Bhima Koregaon, Tal. Shirur, Pune Maharashtra 412216 India.**

RESOLVED FURTHER THAT subject to aforementioned confirmation/approval and pursuant to section 13 and all other applicable provisions, if any of the companies Act 2013 the existing clause II of the Memorandum of Association of the company be and is hereby substituted with the following clause II:

"II. The registered office of the Company will be situated in the State of Maharashtra"

RESOLVED FURTHER THAT any one of Mr. Daljit Singh or Mr. Jasbir Singh, Directors of the Company, or Mr. Sudhir Goyal, Authorised Signatory of the Company be and are hereby severally authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

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



(Jasbir Singh)
Director

DIN:00259632

Place : Gurugram
Date: 21.01.2023

Address: 248, Phase – I, Vasant Vihar, Dehradun – 248001

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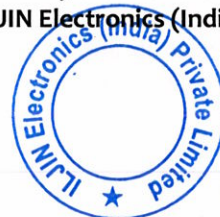
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Notes:

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 to 3 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, on a poll, to 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.**
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 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.
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

Place : Gurugram
Date: 21.01.2023

Address: 248, Phase – I, Vasant Vihar, Dehradun – 248001

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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 17 February, 2023 at 11:00 A.M.}

ITEM NO. 1 (1A TO 1E)

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.

The Company's Non-Executive/ Independent Directors have been shaping and steering the long-term strategy and make valuable contributions towards group level strategy, monitoring of risk management and compliances.

During the year, the Company commissioned a study of benchmarking the remuneration payable to Non-Executive/ Independent Directors. The study was undertaken based on industry, effective governance and expected contribution to the Board.

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 Non-executive Directors/Independent Directors of a Company not exceeding three 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 no managing director or whole-time director or manager in the Company, subject to the approval of the Members at the General Meeting.

Hence, in line with the recommendations made by the members of Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 21 January 2023, it is proposed that adequate commission should be paid to the Non – Executive Directors and Independent Directors 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.

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 1E) relating payment of remuneration to Non-Executive Director/ Independent Directors, not exceeding 3% of the net profit of the Company, by way of Ordinary Resolution.

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.

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Mr. Hyun Chul Sim (DIN: 02007189) is deemed to be interested in the resolution set out at Item No. 1 C 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 D 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 E 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.

Except the Non-Executive Directors/Independent Directors, none of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

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

ITEM NO. 2

Your Board has to consider from time-to-time for diversification and expansion of the business of the Company. For this purpose, the Main Object Clause of the Memorandum of Association ("MOA"), which is presently restricted in scope, required to be comprehensive so as to cover a wide range of activities to enable the Company to consider embarking upon new projects and activities.

The alteration in the Main Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification of business activities. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The "Main Object" clause of the Memorandum of Association of the Company is being amended by adding the following sub-clause in the Clause III(A) main objects :

#To carry on the business of manufacturers, assemblers, purchasers, sellers, exporters, importers, commission agents, distributors or otherwise, deal in all kind of Wearable products - including but not limited to Smart Watches, Smart Band etc.; Hearable products - including but not limited to TWS, Neckband etc.; Telecom products - including but not limited to RRH, ONT, OLT, Setup Box etc.; IT products - including but not limited to Laptop, Tablets, Charger, Power Bank etc.; Audio products -

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including but not limited to Bar Speaker, Trolley speaker etc.; Electric Vehicles - including but not limited to EV Charger, EV Controller etc.”

Further, there is also a requirement for alignment of some existing sub-clauses of Clause III B, i.e. Objects Incidental or Ancillary to the attainment of the Main Objects with the new section of companies Act, 2013.

CLAUSE III B OF THE MOA SHALL BE ALTERED BY REPLACING THE FOLLOWING SUB-CLAUSES IN THE ‘OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:-

The existing sub-clause (5) shall be substituted with following:-

5. Subject to section 230 to 240 of the Act, to amalgamate with any other Company having objects altogether or in part similar to those of this Company.

The existing sub-clause (13) shall be substituted with following:-

13. Subject to sections 73 and 179, 185 and 186 of the Companies Act, 2013 and the Regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

The existing sub-clause (14) shall be substituted with following:-

14. Subject to the provisions of section 67 of the Companies Act, 2013, to invest other than investment in company's own shares and deal with moneys of the Company not immediately required in such shares or upon securities or investments and in such manner as may from time to time, be determined.

The existing sub-clause (17) shall be substituted with following:-

17. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of section 188 of the Act.

Registered Office:

No. 5, 109/2A Buddha Apartment
CC Colony, New Delhi 110007

Factory Address:

Plot No. 27&28, Ecotech – III,
Extn-II, Udyog Kendra, Greater Noida,
Gautam Buddha Nagar (U.P.)



IL JIN ELECTRONICS (I) PVT. LTD.

(일진전자)

(MANUFACTURERS OF ELECTRONICS PCBA & ELECTRONICS PRODUCTS)
CIN: U31909DL2001PTC112387



The Board at its meeting held on 21 January 2023 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the MOA of the Company is available for inspection at the registered office of the Company on all working days during Business Hours upto the date of EGM.

The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

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.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Accordingly, the Board of Directors of your Company recommends that the Resolutions under Item No. 2 be passed in the interest of your Company.

ITEM NO. 3

Presently the Registered Office of the Company is situated in the National Capital Territory of Delhi i.e. at F. No.5, 109/2A Buddha Apartments CC Colony Delhi New 110007 India.

In order to enlarge the area of business operations of the Company, it is proposed to shift the Registered Office of the Company at the economic capital of the country.

The economy of the state of Maharashtra is the largest in India. It is one of the most urbanized and second most industrialized state of India contributing to approximately 20% of national industrial output. The state has a large, multi-modal transportation system with the largest road network and it is also the largest power generating state in India.

Hence, it is proposed to shift the Registered Office of the Company to the State of Maharashtra.

Further, the factory unit of the sister concern of IL JIN i.e. Ever Electronics Private Limited ('EVER') is situated at Gat No. 161/2, Pimple Jagtap Road, Bhima Koregaon, Tal. Shirur, Pune Maharashtra 412216 India is an owned premises, the Company will benefit in terms of cost efficiency and better utilization of the financial resources.

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Hence, subject to the provisions of Section 12 and Section 13(4) of the Companies Act, 2013 read with rule 30 of the Companies (Incorporation) Rules, 2014 made thereunder and subject to the confirmation of the Central Government, the consent of the members by way of special resolution is required for shifting the registered office of the Company at **Gat No. 161/2, Pimple Jagtap Road, Bhima Koregaon, Tal. Shirur, Pune Maharashtra 412216**

The special resolution as set out in item no.3 of this Notice is accordingly recommended for your approval.

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 members to understand the meaning, scope and implications of the items of business and to take decision thereon.

None of the directors 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. 3, except to the extent of their shareholding, if any.

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



(Jasbir Singh)
Director

DIN:00259632

Place : Gurugram

Date: 21.01.2023

Address: 248, Phase – I, Vasant Vihar, Dehradun – 248001

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