



IL JIN ELECTRONICS (I) PVT. LTD.

(일진전자)

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



SHORTER NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of **IL JIN ELECTRONICS (INDIA) PRIVATE LIMITED** will be held at **SHORTER NOTICE** on Tuesday, the 30th Day of January, 2024 at 1ST Floor, Universal Trade Tower, Sector - 49, Sohna Road, Gurugram – 122018 At 2:00 P.M. to transact following as :

SPECIAL BUSINESS

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

ISSUANCE OF 3,100 (THREE THOUSAND ONE HUNDRED) 9% UNSECURED OPTIONALLY FULLY CONVERTIBLE DEBENTURES ("OFCDs") OF RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH ON PREFERENTIAL BASIS

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and Section 179(3)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the memorandum and articles of association of the Company and subject to such other approvals, consents, permissions and/or sanctions, if so required and further subject to such terms, alterations, conditions, changes, variations and/or modifications as may be prescribed by any of them while granting such approvals (hereinafter referred to as requisite approvals), consent of the members be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot **3,100 (Three Thousand One Hundred), 9% Unsecured Optionally Fully Convertible Debentures ("OFCDs") of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each, aggregating to Rs. 3,10,00,00,000/- (Rupees Three Hundred and Ten Crores Only)** to the allottees as mentioned below on preferential basis, on such terms and conditions as may be determined by the Board, from time to time, and subject to compliance with the applicable law, rules, directions issued by the Government or any Regulator or Authority, in this regard.

Name of the Allottee	Address & E-mail id	No. of Debentures	Amount (in "Rs.")
Amber Enterprises India Limited (CIN: L28910PB1990PLC010265)	Universal Trade Tower, 1st Floor, Sector – 49, Sohna Road, Gurgaon – 122 018	3,000	3,00,00,00,000

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,
Gautam Buddha Nagar (U.P)



IL JIN ELECTRONICS (I) PVT. LTD.

(일진전자)

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



	cs_corp@ambergrouppindia.com		
	Total	3,000	3,00,00,00,000

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing and allotting the OFCDs, the Board or Investment & Acquisition Committee of the Board of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the OFCDs, settle all the 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

(Daljit Singh)
Director

DIN : 02023964

Place : Gurugram
Date: 30.01.2024

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,
Gautam Buddha Nagar (U.P)



IL JIN ELECTRONICS (I) PVT. LTD.

(일진전자)

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



Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. A PROXY MAY BE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**
2. 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.
3. Members are requested to notify immediately any change of address:
 - (i) To their Depository Participants (DPs) in respect of the shares held in electronic form and;
 - (ii) To the Company 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.
4. 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 or their client ID number with DP ID number, as the case may be.
5. Members/ proxies should bring their attendance slip/sheet duly completed for attending the meeting.
6. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item No. 1 set out above is annexed hereto.
7. All documents referred to in the accompanying notice and the explanatory statement shall be available for inspection to the members at the registered office of the Company during the office hours from 2:00 p.m. till the time of the conclusion of the meeting.

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,
Gautam Buddha Nagar (U.P)



IL JIN ELECTRONICS (I) PVT. LTD.

(일진전자)

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



Statement

{Pursuant to Section 102 of the Companies Act, 2013, to the resolutions proposed to be passed at the Extra Ordinary General Meeting to be held at shorter notice on 30.01.2024 at 2:00 P.M.}

ITEM NO. 5

The Company is in the process of raising funds of Rs. 3,10,00,00,000 /- (Rupees Three Hundred and Ten Crores Only) for the purpose of further investment.

Accordingly, Company approached Amber Enterprises India Limited, the Holding Company of the Company for raising funds aggregating to Rs. 3,10,00,00,000 /- (Rupees Three Hundred and Ten Crores Only) via issuance of 3,100 (Three Thousand One Hundred), 9% Unsecured Optionally Fully Convertible Debentures ("OFCDs") of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each However, pursuant to the provisions of Section 62(1)(c) read with Section 42 and Section 179(3)(c), 180 and all other applicable provisions, if any, of the Companies Act, 2013 and read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) for issuing the OFCDs on preferential basis, approval of members of Company by way of a special resolution is required and the same is set out in item No. 1 of the notice to enable the Board of Directors of the Company to make issue and allotment of 3,100 OFCDs to Amber Enterprises India Limited.

Henceforth, in terms of the provisions of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the required particulars of the preferential issue are given below:

I	The object of the issue	:	The Company is in the process of raising funds of Rs. 3,10,00,00,000 /- (Rupees Three Hundred and Ten Crores Only) for the purpose of further investment and acquisition of equity stake in a company Ascent Circuits Private Limited, in one or more tranches and the Company has executed initial definitive agreements on 02.01.2024 and is under process of finalizing the transaction structure and related documentation to be executed in one or more rounds.
---	-------------------------	---	--

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,
Gautam Buddha Nagar (U.P)



IL JIN ELECTRONICS (I) PVT. LTD.

(일진전자)

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



II	The total number of shares or other securities to be issued - Optionally Fully Convertible Debentures ("OFCDs")	:	3,100 (Three Thousand One Hundred), OFCDs
III	The Price or Price band at/within which the allotment is proposed	:	Rs. 10,00,000/- (Rupees Ten Lakhs Only) each, OFCD. 3,100 (Three Thousand One Hundred), 9% Optionally Fully Convertible Debentures ("OFCDs") of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each, aggregating to Rs. 3,10,00,00,000/- (Rupees Three Hundred and Ten Crores Only)
IV	The relevant date on the basis of which price has been arrived at along with report of registered valuer	:	Not Applicable
V	Relevant date with reference to which the price has been arrived at	:	Not Applicable
VI	The class or classes of persons to whom the allotment is proposed to be made	:	Amber Enterprises India Limited, the Holding Company of the Company
VII	Intention of promoters, directors or key managerial personnel to subscribe to the offer	:	Apart from Amber Enterprises India Limited, the Holding Company of the Company, no other person shall subscribe to the said preferential issue.
VIII	Proposed time within which the allotment shall be completed	:	Within three days from the receipt of application money.
IX	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;	:	Amber Enterprises India Limited, 100% of the OFCDs The post preferential offer capital shall same as pre-issue capital.
X	Whether change in control is intended or expected	:	The directors do not envisage any change in the control of the management by the proposed allotment of 3,100 OFCDs.
XI	The number of persons to whom allotment on preferential basis have already been made during	:	None

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,
Gautam Buddha Nagar (U.P)



IL JIN ELECTRONICS (I) PVT. LTD.

(일진전자)

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



	the year, in terms of number of securities as well as price;				
XII	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	:	None		
XIII	The shareholding pattern of the promoters and other classes of shareholders before and after the proposed preferential issue of OFCDs will be as follows:				
	CATEGORY	PRE-ISSUE		POST-ISSUE	
		No of Shares	% age of Share holding	No of Shares	% age of Share holding
(A)	PROMOTER HOLDINGS				
1.	Indian :				
	Individual	-	-	-	-
	Body Corporate : Amber Enterprises India Limited	13,20,613	70	13,20,613	70
	Sub Total	13,20,613	70	13,20,613	70
2.	Foreign Promoters	-	-	-	-
	Individual				
	Mr. Hyun Chul Sim	5,65,959	29.999	5,65,959	29.999
	Ms. Su A Lee	18	0.001%	18	0.001%
	Sub Total (A)	18,86,590	100	18,86,590	100
(B)	NON PROMOTER HOLDINGS				
1.	Institutional Investors	-	-	-	-
2.	Non - Institutional Investors	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	SUB TOTAL (B)	-	-	-	-
	TOTAL(A+B)	18,86,590	100	18,86,590	100

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,
Gautam Buddha Nagar (U.P)



IL JIN ELECTRONICS (I) PVT. LTD.

(일진전자)

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



The memorandum & articles of association of the Company and other related documents have been kept open for inspection to the members at the registered office of the Company during the office hours from 2:00 p.m. till the time of conclusion the meeting.

None of the director or the manager or any other key managerial personnel or their relatives have got any concern or interest whether financial or otherwise, if any, in respect of special resolution proposed at item No.1 except as stated hereinafter:

Amber Enterprises India Limited ("AEIL") is the Holding company and is holding 70% of the total equity paid up capital of the Company.

Mr. Jasbir Singh, Director of the Company is also an Executive Chairman and Chief Executive Officer and Whole Time Director in Holding Company i.e. AEIL and holding 7059165 Equity Shares in AEIL same is comprising of 20.95% of the Paid Up Capital of the Holding Company.

Further, Mr. Daljit Singh, Managing Director of the Company is holding 6074205 Equity Shares in Holding Company i.e. AEIL and same is comprising of 18.03% of the Paid Up Capital of the Holding Company

Furthermore, Mr. Kartar Singh, father of Mr. Jasbir Singh and Mr. Daljit Singh is holding 433667 Equity Shares in the Holding Company i.e. AEIL and same is comprising of 1.29% of the Paid Up Capital of the Holding Company.

Further, Ms. Amandeep Kaur, wife of Mr. Jasbir Singh AND Ms. Sukhmani Lakhat wife of Mr. Daljit Singh are also holding 8100 Equity Shares in the Holding Company i.e. AEIL and same is comprising of 0.02% of the Paid Up Capital of the Holding Company.

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.

Further, the disclosure related to interest of the promoters, directors or manager and all other key managerial personnel in any other company is not applicable in the present matter as the proposed special resolution relates to the Company itself.

Accordingly, the Board recommends the special resolution at item No. 1 for approval of the members.

By order of the Board of Directors

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,
Gautam Buddha Nagar (U.P)

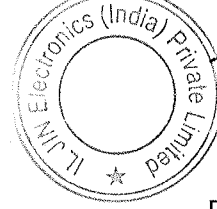


IL JIN ELECTRONICS (I) PVT. LTD.
(일진전자)

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



For IL JIN Electronics (India) Private Limited



(Daljit Singh)

Director

DIN : 02023964

Place : Gurugram

Date: 30.01.2024

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,
Gautam Buddha Nagar (U.P)