

**SHORTER NOTICE**

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the Members of **IL JIN Electronics (India) Private Limited** (“**Company**”) will be held at shorter notice on Thursday, 13<sup>th</sup> day of November, 2025, at 11:00 A.M. IST, through Video Conferencing (“**VC**”)/ Other Audio Visual Means (“**OAVM**”) to transact the following business:

- 1. TO CONSIDER AND APPROVE AN AMENDMENT BY WAY OF SUPERSESSION AND PARTIAL MODIFICATION TO THE SHAREHOLDER’S RESOLUTION DATED 26TH SEPTEMBER 2025 REGARDING THE ISSUANCE OF 38,414 (THIRTY-EIGHT THOUSAND FOUR HUNDRED AND FOURTEEN) EQUITY SHARES OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH ON A PREFERENTIAL BASIS THROUGH PRIVATE PLACEMENT**

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

**“RESOLVED THAT** in supersession and partial modification of the Shareholders’ resolution dated 26<sup>th</sup> September 2025 and pursuant to securities subscription agreement (“**SSA**”) and shareholders’ agreement (“**SHA**”) dated 6 September 2025 executed by and amongst the Company, Raptor Investments Limited, Two Infinity Partners, ChrysCapital Fund X and Amber Enterprises India Limited (SSA and SHA collectively referred to as “**Definitive Transaction Agreements**”) and pursuant to draft Amendment Agreements to the SSA and SHA and in accordance with (a) Sections 23, 42, 62(1)(c), 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013, (“**Act**”) read with the rules thereunder, including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other applicable rules and regulations (including, in each case any statutory modifications, amendments or re-enactments thereof for the time being in force), notifications, orders and circulars as may be issued from time to time; (b) the applicable provisions of the memorandum of association and articles of association of the Company; (c) the extant foreign exchange laws of India including the provisions of the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules / regulations / guidelines, framed /issued by the Reserve Bank of India; and (d) the provision of any other applicable laws, guidelines, rules and regulations (including any amendments thereto or re-enactments thereof), if any, prescribed by any relevant authority from time to time, to the extent applicable, and subject to: (i) such approvals, consents, permissions, and/or sanctions as may be required from any regulatory or statutory authority, and subject to such conditions, alterations, modifications or variations as may be prescribed or imposed while granting such approvals, and as may be agreed to by the Board of Directors (*hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers*); and (ii) the approval of the members of the Company be and is hereby accorded to issue, offer, and allot 38,414 (thirty-eight thousand four hundred fourteen) equity shares of face value INR 10/- (Indian Rupees ten only) each at an issue price of INR 6,508.18 (Indian Rupees six thousand five hundred eight point one eight) each, including a premium of INR 6,498.18 (Indian Rupees six thousand four hundred ninety - eight point one eight) per share (“**Equity Shares**”), aggregating up to INR 25,00,05,226.52 (Indian Rupees twenty five crore five thousand two hundred twenty six point five two) on a preferential basis through private placement, to the following allottee(s) (“**Allottees**”), in

accordance with the terms and conditions set out in the Definitive Transaction Agreements and draft Amendment Agreements to the SSA and SHA :-

Sl. No.	Name of Proposed Allottee(s)	No. of Equity Shares	Subscription Amount for Equity Shares (in Indian Rupees)
1.	Raptor Investments Limited	30,682	19,96,83,978.76
2.	ChrysCapital Fund X	5,607	3,64,91,365.26
3.	Two Infinity Partners	2,125	1,38,29,882.50
<b>Total</b>		<b>38,414</b>	<b>25,00,05,226.52</b>

**RESOLVED FURTHER THAT** pursuant to Section 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the fair market value determined pursuant to the valuation report as tabled before the members of the Company, issued by Mr. Manuj Singhal, a registered valuer having IBBI registration number IBBI/RV/05/2018/10425), be and is hereby taken note off.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted by the Company through private placement shall rank pari passu with the existing equity shares of the Company in all respects, including dividend, and shall be subject to the provisions of the memorandum of association and the articles of association of the Company.

**RESOLVED FURTHER THAT** the draft private placement offer-cum-application letter in Form PAS-4 (the “Offer Letters”, which term shall include the Offer Letters as may be modified/finalized pursuant to the authorization granted under these resolutions), prepared in accordance with the provisions of the Act and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), along with the necessary supporting documents for the offer and issuance of the Equity Shares to the relevant Allottees on a preferential allotment cum private placement basis, as tabled before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved by the members of the Company and subject to the subsequent filing of the resolution in this regard with the Registrar of Companies pursuant to Rule 14(8) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The members of the Company hereby accords their consent to any one of Mr. Jasbir Singh or Mr. Daljit Singh, directors of the Company or Mr. Sanjay Kumar Arora, whole time director of the Company or Ms. Sakshi Gupta, company secretary of the Company to modify, finalize, issue and circulate the Offer Letters in Form PAS-4 to the Allottees.

**RESOLVED FURTHER THAT** the draft record of private placement offer in Form PAS-5 in respect of the issuance of the Equity Shares, as required under the Companies (Prospectus and Allotment of Securities) Rules, 2014, and as tabled before the meeting and initialled by the Chairman for identification, be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, any one of Mr. Jasbir Singh or Mr. Daljit Singh, directors of the Company or Mr. Sanjay Kumar Arora, whole time director of the Company or Ms. Sakshi Gupta, company secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including but not limited to: (i) issuance of the Offer Letter; (ii) Allotment of the

Equity Shares; (iii) execution and filing of necessary documents, declarations, and returns with the Ministry of Corporate Affairs, Registrar of Companies, depositories, and other statutory or regulatory authorities; (iv) representing the Company before any governmental, regulatory or other competent authorities; (v) Engaging and appointing agencies, consultants, legal advisors, bankers, and other intermediaries, as may be required; (vi) finalization, execution, and delivery of agreements, forms, applications, and any other documents necessary or incidental to the issuance and allotment of the Equity Shares; (vii) settling any questions, difficulties or doubts that may arise in relation to the preferential issue and the allotment of Equity Shares; (viii) determining and finalizing the terms and conditions of the issue and utilization of proceeds; (ix) doing or authorizing any act, deed, or thing that may be necessary, proper or advisable in order to give effect to the resolutions herein; and (x) Taking all such other steps as may be incidental, consequential, or ancillary to the implementation of the preferential issue.

**RESOLVED FURTHER THAT** any one of Mr. Jasbir Singh or Mr. Daljit Singh, directors of the Company or Mr. Sanjay Kumar Arora, whole time director of the Company or Ms. Sakshi Gupta, company secretary of the Company be and is hereby authorized to give effect to these resolutions including execution of any documents on behalf of the Company further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** any one of Mr. Jasbir Singh or Mr. Daljit Singh, directors of the Company or Mr. Sanjay Kumar Arora, whole time director of the Company or Ms. Sakshi Gupta, company secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the resolutions herein.

**RESOLVED FURTHER THAT** the Board of Directors shall be and is hereby authorized to approve any subsequent modifications to the inter-se allocation proportions among the aforesaid Investors, as may be deemed necessary, without requiring any further approval from the shareholders, provided that the aggregate number of Equity Shares to be issued and the total subscription amount remain unchanged.

**RESOLVED FURTHER THAT** a copy of this resolution certified to be true by any two directors or the company secretary of the Company be furnished to anyone concerned or interested in the matter.”

2. **TO CONSIDER AND APPROVE AN AMENDMENT BY WAY OF SUPERSESSION AND PARTIAL MODIFICATION TO THE SHAREHOLDER’S RESOLUTION DATED 26TH SEPTEMBER 2025 REGARDING THE ISSUANCE OF 16,51,768 (SIXTEEN LAKH FIFTY ONE THOUSAND SEVEN HUNDRED AND SIXTY EIGHT) COMPULSORILY CONVERTIBLE PREFERENCE SHARES (“CCPS A1”) OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH ON A PREFERENTIAL BASIS THROUGH PRIVATE PLACEMENT**

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

“RESOLVED THAT in supersession and partial modification of the resolution passed by the members of the Company dated 26<sup>th</sup> September 2025 (notwithstanding contained in the resolution dated 26<sup>th</sup> September 2025, pertaining to issuance of 9,98,745 compulsorily convertible preference shares and pursuant to securities subscription agreement (‘SSA’) and shareholders’ agreement (‘SHA’) dated 6 September 2025 executed by and amongst the Company, Raptor Investments Limited, Two Infinity

Partners, ChrysCapital Fund X and Amber Enterprises India Limited (SSA and SHA collectively referred to as “Definitive Transaction Agreements”) and pursuant to draft Amendment Agreements to the SSA and SHA and in accordance with (a) Sections 23, 42, 55, 62(1)(c), 179(3)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the rules thereunder, including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules and regulations (including, in each case any statutory modifications, amendments or re-enactments thereof, for the time being in force), notifications, orders and circulars as may be issued from time to time; (b) the applicable provisions of the memorandum of association and articles of association of the Company; (c) the extant foreign exchange laws of India including the provisions of the Foreign Exchange Management Act, 1999 (including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules / regulations / guidelines, framed / issued by the Reserve Bank of India; (d) the provision of any other applicable laws, rules, regulations, guidelines, or directions (including any amendments thereto or re-enactments thereof), if any, prescribed or issued by any relevant authorities from time to time, to the extent applicable, and subject to: (i) such approvals, consents, permissions and/or sanctions as may be required from any regulatory or statutory authorities and on such terms, conditions, variations, and modifications as may be prescribed in granting such approvals and as may be agreed to by the Board of Directors of the Company (the “Board”, which term shall include any committee constituted by the Board to exercise its powers, including those conferred by this resolution; and (ii) the approval of the members of the Company be and is hereby accorded to subscribe, create, offer, issue and allot 16,51,768 (sixteen lakh fifty one thousand seven hundred sixty-eight) compulsorily convertible preference shares of face value INR 10/- (Indian Rupees ten only) each at an issue price of INR 6,508.18 (Indian Rupees six thousand five hundred eight point one eight) each (including a premium of INR 6,498.18 (Indian Rupees six thousand four hundred ninety- eight point one eight) each) (“CCPS A1”), aggregating up to INR 1,075,00,03,462.24 (Indian Rupees one thousand seventy five crore three thousand four hundred sixty two point Two four), on a preferential basis through private placement, to the following allottee(s) (“Allottees”), in accordance with the terms and conditions set out in the Definitive Transaction Agreements and draft Amendment Agreements to the SSA and SHA :-

Sl. No.	Name of Allottee(s)	No of CCPS A1	Subscription Amount for CCPS (in Indian Rupees)
1.	Raptor Investments Limited	13,19,317	858,63,52,513.06
2.	ChrysCapital Fund X	2,41,100	156,91,22,198.00
3.	Two Infinity Partners	91,351	59,45,28,751.18
<b>Total</b>		<b>16,51,768</b>	<b>10,75,00,03,462.24</b>

The terms and conditions of CCPS A1 are mentioned below. All capitalized terms used in s.no 1 to 4 below but not defined herein shall have the meanings as ascribed to them under the Definitive Documents:

#### 1. DIVIDEND RIGHTS

- 1.1 The CCPS A1 are issued at a minimum preferential dividend rate of 0.001% (Zero point Zero Zero One percent) per annum (“Preferential Dividend”). The Preferential Dividend is non-cumulative and the CCPS A1 are non-participating.

## 2. CONVERSION OF THE CCPS A1

- 2.1 In case SEBI approval is received on DRHP/uDRHP, and RHP is expected to be filed by RHP Deadline Date, at least one day before the filing of RHP with SEBI, the Company shall inform the CCPS A1 holders about conversion of all the CCPS A1 by issuing a written notice (“IPO Conversion Notice”) to the CCPS A1 holders. With effect from the record date as mentioned in paragraph 2.2, the CCPS A1 held by the CCPS A1 holders shall stand automatically converted to Equity Shares in accordance with the conversion ratio set out in paragraph 2.3 below and the Company shall issue the corresponding Equity Shares to such CCPS A1 holders. The record date for the conversion of the CCPS A1 shall be deemed to be the date on which the Company issues the IPO Conversion Notice to the CCPS A1 holders. If such conversion results in the CCPS A1 holders being entitled to a fractional Equity Share, the fraction shall be rounded up to the nearest whole number.
- 2.2 In case RHP is not filed by the RHP Deadline Date, or in case the Board of the Company decides not to proceed with the IPO within the above timelines, at any time after the expiry of the RHP Deadline Date or the date on which the board of the Company decides not to proceed with the IPO on or before the RHP Deadline Date (whichever is earlier) (“**Trigger Date**”), the CCPS A1 holder can convert its CCPS A1 by issuing a written notice (“Non-IPO Conversion Notice”) at any time after Trigger Date but prior to March 31, 2028 to the Company, provided that in the event no Non-IPO Conversion Notice is issued by the CCPS A1 holder then it shall be deemed that Non-IPO Conversion Notice has been issued by the CCPS A1 holder on March 31, 2028 unless otherwise mutually agreed between the Parties. With effect from the record date mentioned in this paragraph 2.2 or March 31, 2028 (as the case may be), the CCPS A1 held by the CCPS A1 holder shall stand automatically converted to Equity Shares in accordance with the conversion ratio set out in paragraph 2.3 below and corresponding Equity Shares will be issued to such CCPS A1 holders. The record date for the conversion of the CCPS A1 shall be the date of Non-IPO Conversion Notice or March 31, 2028 (as the case may be). If such conversion results in the CCPS A1 holder being entitled to a fractional Equity Share, the fraction shall be rounded up to the nearest whole number”.
- 2.3 Each CCPS A1 shall be convertible into one (1) fully paid-up Equity Share of the Company of face value of INR 10 each (“Conversion Ratio”). The Conversion Ratio is fixed as on the date of issuance of CCPS A1 and shall remain unchanged, except where the Company and the Investors mutually agree in writing (in consultation with the other Current Round Shareholders) to modify the same prior to the issue of the IPO Conversion Notice or Non-IPO Conversion Notice (as the case may be), in which case the amended Conversion Ratio shall be same and identical for all Current Round Shareholders. For the avoidance of doubt, no unilateral variation of the Conversion Ratio either by the Company or by the holder of CCPS A1 shall be permitted, and in case there is no mutual agreement between the Company and Investors regarding variation of Conversion Ratio prior to the issue of the IPO Conversion Notice or Non-IPO Conversion Notice (as the case may be), the Conversion Ratio shall remain unchanged”.

## 3. ADJUSTMENTS FOR CAPITAL RESTRUCTURING

- 3.1 In the event that the Company undertakes any form of restructuring of its Share Capital (“Capital Restructuring”) including but not limited to: (i) consolidation or sub-division or splitting up of its shares, (ii) issue of bonus shares; (iii) issue of shares in a scheme of arrangement (including amalgamation or

demerger); (iv) reclassification of shares or variation of rights into other kinds of securities; and (v) issue of right shares, the number of Equity Shares that each CCPS A1 converts into and the Conversion Ratio shall be adjusted accordingly in a manner that the holders of the CCPS A1 receives such number of Equity Shares that the holders of CCPS A1 would have been entitled to receive immediately after occurrence of any such Capital Restructuring had the conversion of the CCPS A1 occurred immediately prior to the occurrence of such Capital Restructuring.

- 3.2 Notwithstanding anything contained elsewhere in this Agreement, the provisions in this Agreement relating to conversion and payment of dividends in relation to the CCPS A1 shall be subject to applicable Law including the provisions of the Act and the Foreign Exchange Management Act, 1999 and the rules/regulations made thereunder. In the event that any provision in this Agreement contravenes any applicable Law, the Parties agree to amend the relevant provision so as to confer upon the holders of CCPS A1 the benefits originally intended under the relevant provision to the fullest extent permitted under applicable Laws.

#### 4. VOTING RIGHTS

Subject to applicable law, all matters considered at a General Meeting of the Shareholders of the Company shall be deemed to directly affect the rights attached to the CCPS A1, as such preference Shares are compulsorily convertible to Equity Shares, and accordingly the preference Shareholders shall have the right to vote *pari passu* with the holders of Equity Shares, at any General Meeting, and the voting rights of the holders of CCPS A1 shall be calculated on the number of Equity Shares that is equivalent to the number of CCPS A1 held by them, on an as-if-converted basis in accordance with Clause 4.8 of the Shareholders' Agreement. The holders of CCPS A1 shall accordingly have the right to attend and vote at General Meetings, including and without limitation to the right to receive notice of, and to be present and to vote, either in person or by proxy, at any General Meetings of the Company.

#### 5. GENERAL

- 5.1 **Certificate of Adjustment.** In each case of any adjustment for Capital Restructuring, the Company shall cause any of its Directors to compute such adjustment or readjustment and prepare a certificate showing such adjustment or readjustment, and shall email such certificate to the holder of the CCPS A1 at its respective email address as set out in the Agreement.
- 5.2 **No Impairment.** The Company shall not, to the extent permitted by applicable Law, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but shall in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the CCPS A1 against impairment.

**RESOLVED FURTHER THAT** pursuant to Section 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the fair market value determined pursuant to the Valuation Report as tabled before the members of the Company, issued by Mr. Manuj Singhal, a registered valuer having IBBI registration number (IBBI/RV/05/2018/10425), be and is hereby taken note of.

**RESOLVED FURTHER THAT** the disclosures as required under Section 55 of the Companies Act, 2013, read with Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014, are duly provided above, and the same be and are hereby taken on record.

**RESOLVED FURTHER THAT** the draft private placement offer-cum-application letter in Form PAS-4 (the “Offer Letters”, which term shall include the Offer Letters as may be modified/finalized pursuant to the authorization granted under these resolutions), prepared in accordance with the provisions of the Act and applicable rules (including any statutory modifications or re-enactments thereof), along with all supporting documents for the offer and issuance of the CCPS A1 to the relevant Allottees on a preferential allotment cum private placement basis, as tabled before the meeting and initialled by the Chairman for identification, be and is hereby approved by the members of the Company, subject to the subsequent filing of the resolution in this regard with the Registrar of Companies pursuant to Rule 14(8) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The members of the Company hereby accord their consent to any one of Mr. Jasbir Singh or Mr. Daljit Singh, directors of the Company or Mr. Sanjay Kumar Arora, whole time director of the Company or Ms. Sakshi Gupta, company secretary of the Company to modify, finalize, issue and circulate the Offer Letters in Form PAS-4 to the Allottees.

**RESOLVED FURTHER THAT** the draft record of private placement offer in Form PAS-5 in respect of the issuance of the CCPS A1, as required under the Companies (Prospectus and Allotment of Securities) Rules, 2014, tabled before the meeting and initiated by the Chairman for identification, be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, any one of Mr. Jasbir Singh or Mr. Daljit Singh, directors of the Company or Mr. Sanjay Kumar Arora, whole time director of the Company or Ms. Sakshi Gupta, company secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient in its absolute discretion, including but not limited to; (i) issuance of the Offer Letter in Form PAS-4; (ii) allotment of the CCPS A1; (iii) execution and filing of all required forms, declarations, and documents with the Ministry of Corporate Affairs, Registrar of Companies, depositories, and other statutory or regulatory authorities; (iv) representing the Company before any regulatory, statutory, or governmental authority; (v) appointment of agencies, intermediaries, professionals, consultants, or advisors as required; (vi) finalization, execution, and delivery of agreements, forms, applications, and any other documents necessary or incidental to the issuance and allotment of the CCPS A1 alongwith utilization of proceeds of CCPS A1; (vii) settling any queries, difficulties, or doubts that may arise in connection with the issuance or allotment of CCPS A1; (viii) undertaking all ancillary, incidental, consequential, or related actions deemed necessary or desirable to give full effect to the resolutions.

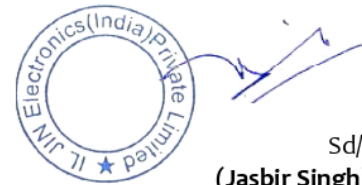
**RESOLVED FURTHER THAT** any one of Mr. Jasbir Singh or Mr. Daljit Singh, directors of the Company or Mr. Sanjay Kumar Arora, whole time director of the Company or Ms. Sakshi Gupta, company secretary of the Company be and is hereby authorized to give effect to these resolutions including execution of any documents on behalf of the Company further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

**RESOLVED FURTHER THAT** any one of Mr. Jasbir Singh or Mr. Daljit Singh, directors of the Company or Mr. Sanjay Kumar Arora, whole time director of the Company or Ms. Sakshi Gupta, company secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient or desirable for giving effect to the resolutions herein.

**RESOLVED FURTHER THAT** the Board of Directors shall be and is hereby authorized to approve any subsequent modifications to the inter-se allocation proportions among the aforesaid Investors, as may be deemed necessary, without requiring any further approval from the shareholders, provided that the aggregate number of CCPS A1 to be issued and the total subscription amount remain unchanged.

**RESOLVED FURTHER THAT** a certified copy of this resolution, signed by any two directors or the company secretary, be provided to any party concerned or interested in the matter, as may be required.”

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



Sd/-  
**(Jasbir Singh)**  
Director

DIN: 00259632

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

Place: Gurugram  
Date: 13 November 2025

**Notes :**

1. Pursuant to the circular No. 14/2020 dated 8<sup>th</sup> April 2020, circular No. 17/ 2020 dated 13<sup>th</sup> April 2020, circular No. 03/ 2022 dated 5<sup>th</sup> May 2022, and subsequent circulars issued in this regard, the latest being circular No. 03/2025 dated 22<sup>nd</sup> September 2025 (collectively referred to as “**MCA Circulars**”) issued by the Ministry of Corporate Affairs (“**MCA**”) and in compliance with the provision of the Companies Act, 2013 (“**the Act**”), the Company has decided to hold its Extra Ordinary General Meeting (“**EGM**”) through Video Conference (“**VC**”) Or Other Audio Visual Means (“**OAVM**”), without physical presence of the Members at a common venue.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 dated 15<sup>th</sup> April 2020, issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at 1st Floor, Universal Trade Tower, Sector -49, Sohna Road, Gurugram – 122018, Haryana, the deemed venue of this EGM.
3. The explanatory statement pursuant to section 102 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item no. 1 to 2 as set out in the notice is annexed hereto and forms part of the notice.
4. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent only through electronic mode to those members whose e-mail ids are registered with the Company/ depositories. Therefore, those members, whose e-mail address is not registered with the Company or with their respective depository participant(s), and who wish to receive the Notice of the EGM and all other communications sent by the Company, can get their e-mail address registered by following the steps as given below:-
  - a. For members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, e-mail address to be registered along with scanned self- attested copy of the permanent account number and aadhaar card supporting the registered address of the member, alongwith a scanned copy of your share certificate(s) (both sides) by e-mail to the Company at [cs\\_corp@ambergroupindia.com](mailto:cs_corp@ambergroupindia.com).
  - b. For the members holding shares in demat form, please update your e-mail address through your respective depository participant(s) (DPs).
5. Since this EGM will be held through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circular, the facility for appointment of proxies by the members will not be available for this EGM and hence, the proxy form, attendance slip and route map to EGM venue are not annexed to this Notice.
6. The attendance of members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
7. Corporate members intending their authorized representative to attend the EGM are required to send a duly certified scanned copy of its resolution authorizing them to attend and vote through VC/OAVM on their behalf at the EGM by e-mail to [cs\\_corp@ambergroupindia.com](mailto:cs_corp@ambergroupindia.com).

8. In case of joint holders attending the EGM, only such joint holders who is higher in the order of names will be entitled to vote.
9. In respect of members whose e-mail ids are registered with the Company, the Notice of the EGM is being sent in electronic mode to their emails registered with the Company. The members who have not registered their e-mail ID are requested to register the same with the Company for receiving all communication including notices, circulars, etc. from the Company electronically.
9. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the members from the date of the Notice up to the date of EGM, i.e., 13<sup>th</sup> November 2025. Members seeking to inspect such documents can send an email to [cs\\_corp@ambergroupindia.com](mailto:cs_corp@ambergroupindia.com).
10. The register of directors and key managerial personnel and their shareholding maintained under section 170 of the Act and the register of contracts or arrangements in which the directors are interested maintained under Section 189 of the Act will be available for inspection by the members at the commencement of EGM of the Company and shall remain open and accessible during the continuance of the EGM to any person having the right to attend the meeting.
11. Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance via email (mentioning their name and folio no.), at least 3 days prior to the date of the EGM to [cs\\_corp@ambergroupindia.com](mailto:cs_corp@ambergroupindia.com).
12. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with section 109 of the Act. In case of a poll on any resolution at the EGM, members are requested to convey their vote by sending email at [cs\\_corp@ambergroupindia.com](mailto:cs_corp@ambergroupindia.com).
13. Instructions for joining the EGM through VC/ OAVM are as follows:
  - As the EGM will be conducted through Microsoft Teams Application, Teams Meeting invite will be sent by the organizer, to the registered emails of all eligible participants and members, closer to the date of the EGM.
  - At the bottom of the email, there will be an option to join Microsoft Teams Meeting. click on the said link.
  - Download the Microsoft team app on your PC/tablet/Phone (if not done earlier) and keep it ready.
  - In case you have Microsoft team app on your system/device, it will direct you to Microsoft team app to connect the meeting. Thereafter, click 'Join now' tab to join the meeting.
  - In case, you do not have/fail to configure Microsoft team app on your system/device by any chance, then you can join through web page instead. Kindly click on Join on the web. Thereafter, a new web page will open, wherein you need to write your name and click on Join now tab and wait therein, the Organizer will accept and allow you to join the meeting.
14. Instructions for members/participants for attending the EGM through VC/ OAVM are as under:

- Facility of joining the EGM through VC / OAVM shall be open 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
- Participants/ members are requested to join the meeting at least 15 minutes in advance to test the link before the start of the meeting and complete all the testing and logistic issues.
- Members joining the EGM from their mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in the respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- The organizer will keep all the participants on mute by default at the start of the meeting and the respective participants/members can unmute themselves at the time of presentation / speaking.
- Members are encouraged to express their views/ or ask questions after completion of particular agenda to ensure smooth and orderly flow of the meeting.
- Please ensure that no person other than the invited participants have access to this EGM.
- We recommend not to use / join through web-version because it may have voice and video quality issues. If you are unable to download the Microsoft team app, please reach out to IT team / Organizer for assistance at the earliest.
- If you need any assistance before or during the meeting you can reach out to Ms. Konica Yaadav – Authorized Representative (0124 392 3000).

## 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 at shorter notice on 13 November 2025 at 11:00 A.M. IST}

### ITEM NO. 1

In alignment with the Company's strategic objective to pursue both organic and inorganic growth, the Board, at its meeting held on 29th July 2025, deliberated a proposal to raise funds in the range of Rs. 1,500 Crore to Rs. 1,800 Crore.

The proposed fundraise was to be executed through a diversified mix of funding channels, including private equity investment.

Pursuant to these deliberations, on 6th September 2025, the Company executed the following definitive transaction agreements:

- Shareholders' agreement dated 6 September 2025 executed by and amongst the Company, Raptor Investments Limited, Two Infinity Partners, ChrysCapital Fund X, Amber Enterprises Private Limited and Hyun Chul Sim, as amended pursuant to amendment agreement dated 13th November 2025 (collectively, "SHA")
- securities subscription agreement dated 6 September 2025 executed by and amongst the Company, Raptor Investments Limited, Two Infinity Partners, ChrysCapital Fund X and Amber Enterprises Private Limited, as amended pursuant to amendment agreement dated 13th November 2025 (collectively, "SSA")

SHA and SSA are collectively referred to as the "Definitive Transaction Agreements", which involved, as applicable, the following parties:

1. Amber Enterprises India Limited ("Amber") – the holding company of the Company;
  2. Mr. Hyun Chul Sim – a non-executive director\* and a shareholder of the Company; and
- \*Resigned w.e.f 25<sup>th</sup> September 2025

#### Certain independent third-party investors:

1. Raptor Investments Limited ("Investor-1")
  2. Two Infinity Partners ("Investor-2")
  3. Chryscapital Fund X ("Investor-3")
- (Investor 1, Investor 2 and Investor 3, collectively "Investors").

Under the terms of the said Definitive Transaction Agreements, Investors agreed to subscribe to, and Company has agreed to offer, issue, and allot 38,414 equity shares subject to the terms and conditions stipulated in the said Definitive Transaction Agreements.

In light of the above, the Board of Directors of the Company, at its meeting held on 25th September 2025, approved the issuance of 38,414 equity shares of the Company, of face value of INR 10/- (Indian Rupees) each, at an issue price of INR. 6,508.18 (Indian Rupees six thousand five hundred eight point one eight) per share including a premium of INR 6,498.18 per share (Indian Rupees six thousand four hundred ninety- eight point one

eight), aggregating to INR 25,00,05,226.52 (Indian Rupees twenty five crore five thousand two hundred twenty six point five two), by way of preferential allotment to the allottees in the manner detailed below:-

Sl. No.	Name of Proposed Allottee(s)	No. of equity shares
1.	Raptor Investments Limited	30,877
2.	ChrysCapital Fund X	5,335
3.	Two Infinity Partners	2,202

The aforesaid issuance was simultaneously approved by the shareholders of the Company at the Extra Ordinary General Meeting held on 26th September 2025.

Subsequently, at the meeting of the Board of Directors held on 12th November 2025, the Board reviewed and acknowledged certain proposed modifications to the Definitive Transaction Agreements. These modifications, intended to take effect upon execution of the respective amendment agreements, were approved in principle by the Board.

In addition, the Board approved changes to the inter-se allocation proportions of equity shares among the proposed allottees. It was noted that the aggregate number of equity shares to be issued and the total subscription amount remain unchanged.

The revised allocation of equity shares among the proposed allottees is detailed below:

Sl. No.	Name of Proposed Allottee(s)	No. of equity shares	Subscription amount for equity shares (in Indian Rupees)
1.	Raptor Investments Limited	30,682	19,96,83,978.76
2.	Two Infinity Partners	2,125	1,38,29,882.50
3.	ChrysCapital Fund X	5,607	3,64,91,365.26
<b>Total</b>		<b>38,414</b>	<b>25,00,05,226.52</b>

(all other provisions of the SSA and SHA remain unchanged, in full force and effect, and binding upon the Investors).

Except as specifically modified through the amendment agreements, all other provisions of the SSA and SHA shall remain unchanged, in full force and effect, and binding upon the Investors and other parties concerned. The proposed issuance shall be carried out in accordance with the terms and conditions stipulated in the SHA and SSA read in conjunction with the amendment agreements.

Therefore, in accordance with the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the approval of the members is being sought again by way of a Special Resolution for the preferential allotment through private placement to the allottees.

The relevant disclosures and details as required under the above-mentioned provisions in relation to the proposed preferential allotment are provided below:

I	<b>The object of the issue</b>	:	The proceeds from the proposed offer shall be utilized to support the organic and inorganic growth initiatives of the Company. This includes strategic investments in capacity expansion, technology enhancement, product diversification, and potential acquisitions or partnerships that align with the Company's long-term vision for growth and value creation in the electronics domain.																			
II	<b>The total number of shares or other securities to be issued</b>	:	38,414 equity shares																			
III	<b>The Price or Price band at/within which the allotment is proposed</b>	:	INR 10 each (India Rupees ten) at an issue price of INR 6508.18 (Indian Rupees six thousand five hundred eight point one eight) per equity share including a premium of INR 6498.18 (Indian Rupees six thousand four hundred ninety eight point one eight)																			
IV	<b>Basis on which the price has been arrived at along with report of the registered valuer</b>	:	<p>The basis on which the valuation price has been arrived is duly mentioned in the valuation report issued by Mr. Manuj Singhal, an independent registered valuer, (Registration No. IBBIIRV/02/2019/10524) and the same is available for inspection by the members at the registered office of the Company during business hours, up to and including the date of the meeting.</p> <p>Further the relevant date is 31 August 2025.</p>																			
V	<b>Relevant date with reference to which the price has been arrived at</b>	:	31 August 2025																			
VI	<b>The class or classes of persons to whom the allotment is proposed to be made</b>	:	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of Proposed Allottee(s)</th> <th colspan="2">Class or class of Persons</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Raptor Investments Limited</td> <td>Private</td> <td>Corporate Bodies</td> </tr> <tr> <td>2.</td> <td>Two Infinity Partners</td> <td>Private</td> <td>Corporate Bodies</td> </tr> <tr> <td>3.</td> <td>ChrysCapital Fund X</td> <td>Institutional</td> <td>Investors</td> </tr> </tbody> </table>	Sl. No.	Name of Proposed Allottee(s)	Class or class of Persons		1.	Raptor Investments Limited	Private	Corporate Bodies	2.	Two Infinity Partners	Private	Corporate Bodies	3.	ChrysCapital Fund X	Institutional	Investors			
Sl. No.	Name of Proposed Allottee(s)	Class or class of Persons																				
1.	Raptor Investments Limited	Private	Corporate Bodies																			
2.	Two Infinity Partners	Private	Corporate Bodies																			
3.	ChrysCapital Fund X	Institutional	Investors																			
VII	<b>Intention of promoters, directors or key managerial personnel to subscribe to the offer</b>	:	Apart from above Investors no other person shall subscribe to the said preferential issue.																			
VIII	<b>Proposed time within which the allotment shall be completed</b>	:	Within sixty days from the receipt of application money.																			
IX	<b>The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them</b>	:	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of Proposed Allottee</th> <th>Number of Equity Shares</th> <th>% of post Issue</th> </tr> </thead> <tbody> </tbody> </table>	Sl. No.	Name of Proposed Allottee	Number of Equity Shares	% of post Issue															
Sl. No.	Name of Proposed Allottee	Number of Equity Shares	% of post Issue																			

				Shareholding																												
		1	Raptor Investments Limited	30,682 0.57																												
		2	ChrysCapital Fund X	5,607 0.10																												
		3	Two Infinity Partners	2,125 0.04																												
X	Whether change in control is intended or expected	:	There shall be no change in the control of the Company pursuant to the proposed private placement. The majority shareholding shall continue to be held by the Holding Company i.e. Amber Enterprises India Limited.  Raptor Investments Limited, Two Infinity Partners and ChrysCapital Fund X, shall collectively have the right to nominate one non-executive director on the board of directors of the Company																													
XI	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	:	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of the investor</th> <th>No. of compulsorily convertible preference shares allotted</th> <th>Issue Price</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Axis New Opportunities AIF – Series II</td> <td>1,53,653</td> <td>6508.18</td> </tr> <tr> <td>2.</td> <td>Incred Growth Partners Fund I</td> <td>1,30,605</td> <td>6508.18</td> </tr> <tr> <td>3.</td> <td>Incred Wealth and Investment Services Private Limited</td> <td>53,779</td> <td>6508.18</td> </tr> <tr> <td>4.</td> <td>Singularity Equity Fund - I</td> <td>76,827</td> <td>6508.18</td> </tr> <tr> <td>5.</td> <td>Singularity Growth Opportunities Fund - II</td> <td>76,827</td> <td>6508.18</td> </tr> <tr> <td>6.</td> <td>Nuvama Crossover Opportunities</td> <td>53,778</td> <td>6508.18</td> </tr> </tbody> </table>	Sl. No.	Name of the investor	No. of compulsorily convertible preference shares allotted	Issue Price	1.	Axis New Opportunities AIF – Series II	1,53,653	6508.18	2.	Incred Growth Partners Fund I	1,30,605	6508.18	3.	Incred Wealth and Investment Services Private Limited	53,779	6508.18	4.	Singularity Equity Fund - I	76,827	6508.18	5.	Singularity Growth Opportunities Fund - II	76,827	6508.18	6.	Nuvama Crossover Opportunities	53,778	6508.18	
Sl. No.	Name of the investor	No. of compulsorily convertible preference shares allotted	Issue Price																													
1.	Axis New Opportunities AIF – Series II	1,53,653	6508.18																													
2.	Incred Growth Partners Fund I	1,30,605	6508.18																													
3.	Incred Wealth and Investment Services Private Limited	53,779	6508.18																													
4.	Singularity Equity Fund - I	76,827	6508.18																													
5.	Singularity Growth Opportunities Fund - II	76,827	6508.18																													
6.	Nuvama Crossover Opportunities	53,778	6508.18																													

				Fund – Series IIIB		
			7.	Nuvama Crossover Opportunities Fund – Series 4A	23,048	6508.18
			8.	Frangipani Capital Advisors LLP	46,096	6508.18
			9.	Motilal Oswal Finvest Limited	1,69,018	6508.18
			10.	Avendus Future Leaders Fund III	2,15,114	6508.18
XII	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	:	NA			
XIII	The pre issue and post issue shareholding pattern of the company in the following format-					
CATEGORY		PRE-ISSUE		POST-ISSUE		
		No. of Shares	% age of Share holding	No of Shares	% age of Share holding	
(A)	PROMOTER HOLDINGS					
I.	Equity Shares					
1	Indian:					
	Individual	-	-	-	-	
	Body Corporate	48,51,810	90.22	48,51,810	89.58	
	Sub Total	48,51,810	90.22	48,51,810	89.58	
2	Foreign Promoters	-	-	-	-	
	Sub Total (A)	48,51,810	90.22	48,51,810	89.58	
(B)	NON-PROMOTER HOLDINGS					
1	Institutional Investors	-	-	5,607	0.10	
2	Non - Institutional Investors	-	-	-	-	
	Private Corporate Bodies	-	-	32,807	0.61	
	Directors and Relatives	-	-	-	-	
	Indian Public	-	-	-	-	
	Others (Including NRIs)	5,26,041	9.78	5,26,041	9.71	
	SUB TOTAL (B)	5,26,041	9.78	5,64,455	10.42	
	TOTAL(A+B)	53,77,851	100	54,16,265	100	
II.	CCPS					
1	Institutional Investors	7,29,852	73.08	9,70,952	36.63	
2	Non - Institutional Investors	-	-	-	-	
	Private Corporate Bodies	2,68,893	26.92	16,79,561	63.37	

<b>Directors and Relatives</b>	-	-	-	-
<b>Indian Public</b>	-	-	-	-
<b>Others (Including NRIs)</b>	-	-	-	-
<b>SUB TOTAL (II)</b>	<b>9,98,745</b>	<b>100</b>	<b>26,50,513</b>	<b>100</b>
<b>TOTAL (I+II)</b>	<b>63,76,596</b>	<b>-</b>	<b>80,66,778</b>	<b>-</b>

The relevant documents are available for inspection by the members at the registered office of the Company during business hours, up to and including the date of 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, to the extent of their shareholding, if any in the 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 decisions thereon.

Pursuant to the provisions of Section 62(1)(c) read with Section 42 and all other applicable provisions, if any, of the Act 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) approval of members of Company by way of a special resolution is required for issuance of equity shares by way of preferential allotment on private placement basis. Accordingly, special resolution as set out in item No. 1 of the notice is sought to be passed by members of the Company to make issue and allotment of Equity Shares on private placement basis.

In view of the above, the Board recommends the **SPECIAL RESOLUTION** at set out in item No. 1 be passed in the Interest of your Company.

## ITEM NO. 2

In alignment with the Company's strategic objective to pursue both organic and inorganic growth, the Board, at its meeting held on 29th July 2025, deliberated on a proposal to raise funds in the range of Rs. 1,500 Crore to Rs. 1,800 Crore.

The proposed fundraise was to be executed through a diversified mix of funding channels, including private equity investment.

Pursuant to these deliberations, on 6th September 2025, the Company executed the following definitive transaction agreements:

- Shareholders' agreement dated 6 September 2025 executed by and amongst the Company, Raptor Investments Limited, Two Infinity Partners, ChrysCapital Fund X, Amber Enterprises Private Limited and Hyun Chul Sim, as amended pursuant to amendment agreement dated 13th November 2025 (collectively, "SHA")

- securities subscription agreement dated 6 September 2025 executed by and amongst the Company, Raptor Investments Limited, Two Infinity Partners, ChrysCapital Fund X and Amber Enterprises Private Limited, as amended pursuant to amendment agreement dated 13th November 2025 (collectively, “SSA”)

SHA and SSA are collectively referred to as the “**Definitive Transaction Agreements**”, which involved, as applicable, the following parties:

1. Amber Enterprises India Limited (“Amber”) – the holding company of the Company;
  2. Mr. Hyun Chul Sim – a non-executive director\* and shareholder of the Company; and
- \*Resigned w.e.f 25<sup>th</sup> September 2025

**Certain independent third-party investors:**

1. Raptor Investments Limited (“Investor-1”)
  2. Two Infinity Partners (“Investor-2”)
  3. Chryscapital Fund X (“Investor-3”)
- (Investor 1, Investor 2 and Investor 3, collectively “Investors”).

Under the terms of the said Definitive Transaction Agreements, Investors agreed to subscribe to, and IL JIN has agreed to offer, issue, and allot 16,51,768 A1 Compulsorily Convertible Preference Shares (“**CCPS A1**”), subject to the terms and conditions stipulated in the said Definitive Transaction Agreements.

Further, on 25<sup>th</sup> September 2025, the Company executed certain other definitive transaction agreements to offer, issue, and allot in aggregate 9,98,745 compulsorily convertible preference shares , with other group of investors, subject to the terms and conditions stipulated in the said transaction agreements entered with each such investor.

In light of the foregoing, the Board of Directors of the Company, at its meeting held on 25th September 2025, approved the issuance of a total of 26,50,513 compulsorily convertible preference shares which included 16,51,768 CCPS A1 of the Company, by way of preferential allotment to the aforesaid investors and certain other designated investors, as detailed below :-

Sl. No.	Name of Proposed Allottee(s)	No. of compulsorily convertible preference shares	Subscription Amount for CCPS (in INR)
1.	Raptor Investments Limited	13,27,691 CCPS A1	8,64,08,52,012.38
2.	Two Infinity Partners	94,664 CCPS A1	61,60,90,351.52
3.	Chryscapital Fund X	2,29,413 CCPS A1	1,49,30,61,098.34
4.	Incred Growth Partners Fund I	1,30,605 CCPS	85,00,00,848.90
5.	Incred Wealth and Investment Services Private Limited	53,779 CCPS	35,00,03,412.22
6.	Avendus Future Leaders Fund III	2,15,114 CCPS	1,40,00,00,632.52
7.	Axis New opportunities AIF Series II	1,53,653 CCPS	1,00,00,01,381.54
8.	Frangipani Capital Advisors LLP	46,096 CCPS	30,00,01,065.28
9.	Motilal Oswal Finvest Limited	1,69,018 CCPS	1,09,99,99,567.24

10.	Nuvama Crossover Opportunities Fund – Series 4A	23,048 CCPS	15,00,00,532.64
11.	Nuvama Crossover Opportunities Fund – Series IIIB	53,778 CCPS	34,99,96,904.04
12.	Singularity Equity Fund-I	76,827 CCPS	50,00,03,944.86
13.	Singularity Growth Opportunities Fund-II	76,827 CCPS	50,00,03,944.86
<b>Total</b>		<b>26,50,513</b>	<b>17,25,00,15,696.34</b>

Out of the total approved issuance, 9,98,745 compulsorily convertible preference shares were allotted on 30th September 2025 and 10th October 2025, respectively, to the other respective allottees. The remaining 16,51,768 CCPS A1 are yet to be allotted to following group of Investors :-

Sl. No.	Name of Proposed Allottee (s)	No. of CCPS A1
1	Raptor Investments Limited	13,27,691
2	Chryscapital Fund X	2,29,413
3	Two Infinity Partners	94,664

The aforesaid issuance was simultaneously approved by the shareholders of the Company at the Extra Ordinary General Meeting held on 26th September 2025.

Subsequently, at the meeting of the Board of Directors held on 12th November 2025, the Board reviewed and acknowledged certain proposed modifications to the Definitive Transaction Agreements. These modifications, intended to take effect upon execution of the respective amendment agreements, were approved in principle by the Board.

In addition, the Board approved changes to the inter-se allocation proportions of CCPS A1 among the proposed allottees. It was noted that the aggregate number of CCPS A1 to be issued and the total subscription amount remain unchanged.

The revised allocation of CCPS A1 among the proposed allottees is detailed below:

Sl. No.	Name of Proposed Allottee(s)	No. of CCPS A1	Subscription Amount for CCPS A1 (in Indian Rupees)
1.	Raptor Investments Limited	13,19,317	8,58,63,52,513.06
2.	ChrysCapital Fund X	2,41,100	1,56,91,22,198.00
3.	Two Infinity Partners	91,351	59,45,28,751.18
<b>Total</b>		<b>16,51,768</b>	<b>1075,00,03,462.24</b>

(all other provisions of the SSA and SHA remain unchanged, in full force and effect, and binding upon the Investors).

Further, in the event that the drafts of the amendment agreements are not finalized and executed, the Board of Directors shall be and is hereby authorized to approve any subsequent modifications to the inter-se allocation

proportions among the aforesaid Investors, as may be deemed necessary, without requiring any further approval from the shareholders, provided that the aggregate number of CCPS A1 to be issued and the total subscription amount remain unchanged.

Except as specifically modified through the amendment agreements, all other provisions of the SSA and SHA shall remain unchanged, in full force and effect, and binding upon the Investors and other parties concerned. The proposed issuance shall be carried out in accordance with the terms and conditions stipulated in the SHA and SSA read in conjunction with the amendment agreements.

The terms and conditions of CCPS A1 are mentioned below. All capitalized terms used in s.no 1 to 4 below but not defined herein shall have the meanings as ascribed to them under the Definitive Documents:

## 1. DIVIDEND RIGHTS

1.1 The CCPS A1 are issued at a minimum preferential dividend rate of 0.001% (Zero point Zero Zero One percent) per annum (“**Preferential Dividend**”). The Preferential Dividend is non-cumulative and the CCPS A1 are non-participating.

## 2. CONVERSION OF THE CCPS A1

2.1 In case SEBI approval is received on DRHP/uDRHP, and RHP is expected to be filed by RHP Deadline Date, at least one day before the filing of RHP with SEBI, the Company shall inform the CCPS A1 holders about conversion of all the CCPS A1 by issuing a written notice (“**IPO Conversion Notice**”) to the CCPS A1 holders. With effect from the record date as mentioned in paragraph 2.2, the CCPS A1 held by the CCPS A1 holders shall stand automatically converted to Equity Shares in accordance with the conversion ratio set out in paragraph 2.3 below and the Company shall issue the corresponding Equity Shares to such CCPS A1 holders. The record date for the conversion of the CCPS A1 shall be deemed to be the date on which the Company issues the IPO Conversion Notice to the CCPS A1 holders. If such conversion results in the CCPS A1 holders being entitled to a fractional Equity Share, the fraction shall be rounded up to the nearest whole number.

2.2 In case RHP is not filed by the RHP Deadline Date, or in case the Board of the Company decides not to proceed with the IPO within the above timelines, at any time after the expiry of the RHP Deadline Date or the date on which the board of the Company decides not to proceed with the IPO on or before the RHP Deadline Date (whichever is earlier) (“**Trigger Date**”), the CCPS A1 holder can convert its CCPS A1 by issuing a written notice (“**Non-IPO Conversion Notice**”) **at any time after Trigger Date but prior to March 31, 2028 to the Company, provided that in the event no Non-IPO Conversion Notice is issued by the CCPS A1 holder then it shall be deemed that Non-IPO Conversion Notice has been issued by the CCPS A1 holder on March 31, 2028** unless otherwise mutually agreed between the Parties. With effect from the record date mentioned in this paragraph 2.2 **or March 31, 2028 (as the case may be)**, the CCPS A1 held by the CCPS A1 holder shall stand automatically converted to Equity Shares in accordance with the conversion ratio set out in paragraph 2.3 below and corresponding Equity Shares **will be issued** to such CCPS A1 holders. The record date for the conversion of the CCPS A1 shall be the date of Non-IPO Conversion Notice **or March 31, 2028 (as the case may be)**. If such conversion results in the CCPS A1 holder being entitled to a fractional Equity Share, the fraction shall be rounded up to the nearest whole number.

2.3 Each CCPS A1 shall be convertible into one (1) fully paid-up Equity Share of the Company of face value of INR 10 each (“**Conversion Ratio**”). The Conversion Ratio is fixed as on the date of issuance of CCPS A1 holder

and shall remain unchanged, except where the Company and the **Investors** mutually agree in writing (**in consultation with the other Current Round Shareholders**) to modify the same prior to the issue of the IPO Conversion Notice or Non-IPO Conversion Notice (as the case may be), **in which case the amended Conversion Ratio shall be same and identical for all Current Round Shareholders**. For the avoidance of doubt, no unilateral variation of the Conversion Ratio either by the Company or by the holder of CCPS A1 shall be permitted, and in case there is no mutual agreement between the Company and **Investors** regarding variation of Conversion Ratio prior to the issue of the IPO Conversion Notice or Non-IPO Conversion Notice (as the case may be), the Conversion Ratio shall remain unchanged.

### **3. ADJUSTMENTS FOR CAPITAL RESTRUCTURING**

- 3.1 In the event that the Company undertakes any form of restructuring of its Share Capital (“**Capital Restructuring**”) including but not limited to: (i) consolidation or sub-division or splitting up of its shares, (ii) issue of bonus shares; (iii) issue of shares in a scheme of arrangement (including amalgamation or demerger); (iv) reclassification of shares or variation of rights into other kinds of securities; and (v) issue of right shares, the number of Equity Shares that each CCPS A1 converts into and the Conversion Ratio shall be adjusted accordingly in a manner that the holders of the CCPS A1 receives such number of Equity Shares that the holders of CCPS A1 would have been entitled to receive immediately after occurrence of any such Capital Restructuring had the conversion of the CCPS A1 occurred immediately prior to the occurrence of such Capital Restructuring.
- 3.2 Notwithstanding anything contained elsewhere in this Agreement, the provisions in this Agreement relating to conversion and payment of dividends in relation to the CCPS A1 shall be subject to applicable Law including the provisions of the Act and the Foreign Exchange Management Act, 1999 and the rules/regulations made thereunder. In the event that any provision in this Agreement contravenes any applicable Law, the Parties agree to amend the relevant provision so as to confer upon the holders of CCPS A1 the benefits originally intended under the relevant provision to the fullest extent permitted under applicable Laws.

### **4. VOTING RIGHTS**

Subject to applicable law, all matters considered at a General Meeting of the Shareholders of the Company shall be deemed to directly affect the rights attached to the CCPS A1, as such preference Shares are compulsorily convertible to Equity Shares, and accordingly the preference Shareholders shall have the right to vote *pari passu* with the holders of Equity Shares, at any General Meeting, and the voting rights of the holders of CCPS A1 shall be calculated on the number of Equity Shares that is equivalent to the number of CCPS A1 held by them, on an as-if-converted basis in accordance with Clause 4.8 of the Shareholders’ Agreement. The holders of CCPS A1 shall accordingly have the right to attend and vote at General Meetings, including and without limitation to the right to receive notice of, and to be present and to vote, either in person or by proxy, at any General Meetings of the Company.

### **5. GENERAL**

- 5.1 **Certificate of Adjustment.** In each case of any adjustment for Capital Restructuring, the Company shall cause any of its Directors to compute such adjustment or readjustment and prepare a certificate showing such adjustment or readjustment and shall email such certificate to the holder of the CCPS A1 at its respective email address as set out in the Agreement.

5.2 No Impairment. The Company shall not, to the extent permitted by applicable Law, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but shall in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the CCPS A1 against impairment.

Except as specifically modified through the amendment agreement, all other provisions of the SSA and SHA shall remain unchanged, in full force and effect, and binding upon the Investors and other parties concerned. The proposed issuance shall be carried out in accordance with the terms and conditions stipulated in the SHA and SSA read in conjunction with the amendment agreement.

In accordance with the provisions of Sections 23, 42, 55, 62 and other applicable provisions, if any, of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the approval of the members is being sought again by way of a special resolution for the proposed preferential Issue on a Private Placement basis.

The relevant disclosures and details as required under the above-mentioned provisions in relation to the proposed preferential allotment are provided below:

I	<b>The object of the issue</b>	: The proceeds from the proposed offer shall be utilized to support the organic and inorganic growth initiatives of the Company. This includes strategic investments in capacity expansion, technology enhancement, product diversification, and potential acquisitions or partnerships that align with the Company's long-term vision for growth and value creation in the electronics domain.
II	<b>The total number of shares or other securities to be issued</b>	: 16,51,768 CCPS A1
III	<b>The Price or Price band at/within which the allotment is proposed</b>	: INR 10 each (Indian Rupees ten) at an issue price of INR 6,508.18 (Indian Rupees six thousand five hundred eight point one eight) per CCPS A1 (including a premium of INR 6,498.18 (Indian Rupees six thousand four hundred ninety eight point one eight))
IV	<b>Basis on which the price has been arrived at along with report of the registered valuer</b>	: The basis on which the valuation price has been arrived is duly mentioned in the valuation report issued by Mr. Manuj Singhal, an independent registered valuer, (Registration No. IBBIIRV/02/2019/10524) and the same is available for inspection by the members at the registered office of the Company during business hours, up to and including the date of the meeting.  Further the relevant date is 31 August 2025.
V	<b>Relevant date with reference to which the price has been arrived at</b>	: 31 August 2025

VI	The class or classes of persons to whom the allotment is proposed to be made	:				
			<b>Sl. No.</b>	<b>Name of Proposed Allottee(s)</b>	<b>Class or class of Persons</b>	
			1	Raptor Investments Limited	Private Bodies	Corporate
			2	Two Infinity Partners	Private Bodies	Corporate
			3	ChrysCapital Fund X	Institutional Investors	
VII	Intention of promoters, directors or key managerial personnel to subscribe to the offer	:	Apart from above Investors no other person shall subscribe to the said preferential issue.			
VIII	Proposed time within which the allotment shall be completed	:	Within sixty 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	:	<b>Sl. No.</b>	<b>Name of Proposed Allottee(s)</b>	<b>Number of CCPS A1</b>	<b>% of post Issue Shareholding</b>
			1.	Raptor Investments Limited	13,19,317	49.78
			2.	Two Infinity Partners	91,351	3.45
			3.	ChrysCapital Fund X	2,41,100	9.10
X	Whether change in control is intended or expected	:	<p>There shall be no change in the control of the Company pursuant to the proposed private placement. The majority shareholding shall continue to be held by the Holding Company i.e. Amber Enterprises India Limited</p> <p>Raptor Investments Limited, Two Infinity Partners, and ChrysCapital Fund X shall collectively have the right to nominate one non-executive director on the board of directors of the Company.</p>			
XI	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	:	<b>Sl. No.</b>	<b>Name of the Investor</b>	<b>No. of compulsorily convertible preference shares allotted</b>	<b>Issue Price</b>
			1	Axis New Opportunities AIF – Series II	1,53,653	6508.18

			2	Incred Growth Partners Fund I	1,30,605	6508.18
			3	Incred Wealth and Investment Services Private Limited	53,779	6508.18
			4	Singularity Equity Fund - I	76,827	6508.18
			5	Singularity Growth Opportunities Fund - II	76,827	6508.18
			6	Nuvama Crossover Opportunities Fund – Series IIIB	53,778	6508.18
			7	Nuvama Crossover Opportunities Fund – Series 4A	23,048	6508.18
			8	Frangipani Capital Advisors LLP	46,096	6508.18
			9	Motilal Oswal Finvest Limited	1,69,018	6508.18
			10	Aventus Future Leaders Fund III	2,15,114	6508.18
XII	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	:	NA			
XIII	The pre issue and post issue shareholding pattern of the company in the following format-					
<b>CATEGORY</b>		<b>PRE-ISSUE</b>			<b>POST-ISSUE</b>	
		<b>No. of Shares</b>	<b>% age of Share holding</b>	<b>No of Shares</b>	<b>% age of Share holding</b>	
<b>(A)</b>	<b>PROMOTER HOLDINGS</b>					
<b>I.</b>	<b>Equity Shares</b>					
<b>1</b>	<b>Indian:</b>					
	<b>Individual</b>					
	<b>Body Corporate</b>	48,51,810	90.22	48,51,810	89.58	
	<b>Sub Total</b>	<b>48,51,810</b>	<b>90.22</b>	<b>48,51,810</b>	<b>89.58</b>	
<b>2</b>	<b>Foreign Promoters</b>	-	-	-	-	

	<b>Sub Total (A)</b>	<b>48,51,810</b>	<b>90.22</b>	<b>48,51,810</b>	<b>89.58</b>
<b>(B)</b>	<b>NON-PROMOTER HOLDINGS</b>				
<b>1</b>	<b>Institutional Investors</b>	-	-	5,607	0.10
<b>2</b>	<b>Non - Institutional Investors</b>	-	-	-	-
	<b>Private Corporate Bodies</b>	-	-	32,807	0.61
	<b>Directors and Relatives</b>	-	-	-	-
	<b>Indian Public</b>	-	-	-	-
	<b>Others (Including NRIs)</b>	5,26,041	9.78	5,26,041	9.71
	<b>SUB TOTAL (B)</b>	<b>5,26,041</b>	<b>9.78</b>	<b>5,64,455</b>	<b>10.42</b>
	<b>TOTAL(A+B)</b>	<b>53,77,851</b>	<b>100</b>	<b>54,16,265</b>	<b>100</b>
<b>II.</b>	<b>CCPS</b>				
<b>1</b>	<b>Institutional Investors</b>	7,29,852	73.08	9,70,952	36.63
<b>2</b>	<b>Non - Institutional Investors</b>	-	-	-	-
	<b>Private Corporate Bodies</b>	2,68,893	26.92	16,79,561	63.37
	<b>Directors and Relatives</b>	-	-	-	-
	<b>Indian Public</b>	-	-	-	-
	<b>Others (Including NRIs)</b>	-	-	-	-
	<b>SUB TOTAL (II)</b>	<b>9,98,745</b>	<b>100</b>	<b>26,50,513</b>	<b>100</b>
	<b>TOTAL (I+II)</b>	<b>63,76,596</b>	<b>-</b>	<b>80,66,778</b>	<b>-</b>

The relevant documents are available for inspection by the members at the registered office of the Company during business hours, up to and including the date of 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. 2 except, to the extent of their shareholding, if any in the 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.

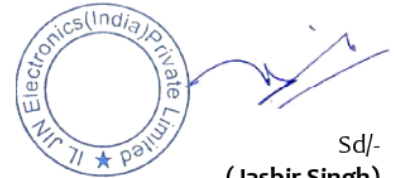
Pursuant to the provisions of Section 62(1)(c) read with Section 42, Section 55 and all other applicable provisions, if any, of the Act and read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) approval of members of Company by way of a special resolution is required for issuance of CCPS A1 by way of preferential allotment on private placement basis. Accordingly, special resolution as set out in item No. 2 of the notice is sought to be passed by members of the Company to make issue and allotment of CCPS A1 on private placement basis.



AN AMBER GROUP COMPANY

In view of the above, the Board recommends the **SPECIAL RESOLUTION** at set out in item No. 2 be passed in the Interest of your Company.

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



Sd/-  
**(Jasbir Singh)**  
Director

DIN: 00259632

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

Place: Gurugram  
Date: 13 November 2025

**IL JIN Electronics (India) Private Limited**  
CIN: U31909PN2001PTC224946

**Registered Address**  
Gat No. 161/2, Pimple Jagtap Road, Bhima Koregaon, Tal. Shirur, Pune, Maharashtra 412216

**Contact**  
E: info@iljin.co.in  
W: www.iljin.co.in